

107000053207

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

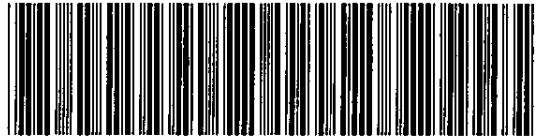
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300115739843

01/24/08--01005--024 **80.00

FILED
08 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
FEB 05 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FORT MYERS WAREHOUSE CITY, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert Brandt

(Contact Person)

Robert A. Brandt, P.A.

(Firm/Company)

696 NE 125 Street

(Address)

No. Miami, FL 33161

(City, State and Zip Code)

FILED
08 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Robert Brandt

at (305) 981-3222

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2008

ROBERT BRANDT
ROBERT A. BRANDT, P.A.
696 NE 125 STREET
NO. MIAMI, FL 33161

SUBJECT: FORT MYERS WAREHOUSE CITY, LLC
Ref. Number: L07000053207

We have received your document for FORT MYERS WAREHOUSE CITY, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

The effective date of the merger cannot be prior to 01/24/08 the date received by this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 208A00005463

FILED
08 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FORT MYERS WAREHOUSE CITY, LLC	Florida	limited liability company
FT. MYERS COMMERCE CENTER, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FORT MYERS WAREHOUSE CITY, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 620, Florida Statutes.

FILED
08 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 696 N.E. 125 Street

North Miami, Florida 33161

Mailing address: 696 N.E. 125 Street

North Miami, Florida 33161


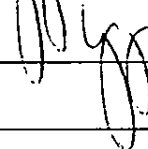
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 FEB -5 PM 12:41

FILED

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FORT MYERS WAREHOUSE CITY, LLC		Yoram Izhak
FT. MYERS COMMERCE CENTER, LLC		Yoram Izhak

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

FILED
 08 FEB -5 PM 12:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FORT MYERS WAREHOUSE CITY, LLC	Florida	limited liability company
FT. MYERS COMMERCE CENTER, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FORT MYERS WAREHOUSE CITY, LLC	Florida	limited liability company

THIRD: The terms and conditions of the merger are as follows:

The merged limited liability company shall merge with and into the surviving limited liability company, which limited liability company shall survive the merger. Upon the effective date of the merger the Articles of Organization and the Operating Agreement of the surviving limited liability company shall remain the Articles of Organization and the Operating Agreement of the surviving limited liability company, subject only to any changes set forth herein. Upon the effective date of the merger provided for herein, the Manager of the surviving limited liability company shall be: Yoram Izhak, who shall serve until his respective successors are duly elected and qualified.

(Attach additional sheet if necessary)

FILED
08 FEB - 5 PM 12:11
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The sole member of the merged limited liability company shall be entitled to a 34.5% membership interest in the surviving limited liability company and the sole member of the surviving limited liability company shall be entitled to a 65.5% membership interest in the surviving limited liability company.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 FEB -5 PM 12:41

FILED

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 FEB -5 PM 12:41

FILED