

LO1000075167

(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



800112931258

12/10/07--01016--022 **58.75

12/28/07--01003--003 **27.50

T. CLINE

DEC 28 2007

EXAMINER

2007 DEC 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2007

ANDREW GALLOWAY, III
1750 SOUTH LANE, SUITE 1
MANDEVILLE, LA 70451

SUBJECT: PREMIUM VALVE SERVICES, LLC
Ref. Number: L07000075167

We have received your document for PREMIUM VALVE SERVICES, LLC and check(s) totaling \$58.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$48.75. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

The fee for a certified copy is \$30.00.

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

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 607A00069514

2007 DEC 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



December 19, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Tammi Cline

Re: Premium Valve Services, LLC; Ref. Number: L07000075167

Dear Tammi,

As we discussed today, I have enclosed a check payable to the Florida Department of State in the amount of \$27.50 in connection with my previous request to file a Certificate of Merger and Plan of Merger for the above referenced limited liability company. I have also enclosed a copy of your original letter to me dated December 11, 2007.

Now that the correct filing fees have been submitted, please file one original Certificate of Merger and Plan of Merger for the above referenced limited liability company, retain one for your files, and compare, certify, file-stamp and return the two additional originals to my attention at the address listed below. In addition, please prepare a Certificate of Merger regarding this merger and mail the Certificate of Merger to my attention at the address below.

If you need any additional information, please feel free to contact me at (985) 867-1834.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Andrew E. Galloway, III'.

Andrew E. Galloway, III
General Counsel

AEG:aeg
Enclosures

FILED
2007 DEC 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 4, 2007

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

Re: Premium Valve Services, LLC

Ladies and Gentlemen:

We have enclosed (i) four original Certificates of Merger and (ii) four original Plans of Merger for the above referenced limited liability company, together with a check payable to the Florida Department of State in the amount of \$58.75.

Please file one original Certificate of Merger and Plan of Merger for the above referenced limited liability company, retain one for your files, and compare, certify, file-stamp and return the two additional originals to my attention at the address listed below. In addition, please prepare a Certificate of Merger regarding this merger and mail the Certificate of Merger to my attention at the address below.

If you need any additional information, please feel free to contact me at (985) 867-1834.

Very truly yours,

Andrew E. Galloway, III
General Counsel

AEG:aeg
Enclosures

2007 DEC 27 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382, *Florida Statutes*, this Certificate of Merger is submitted by **PREMIUM VALVE SERVICES, LLC**, a Florida limited liability company ("FLORIDA"), and **PREMIUM VALVE SERVICES, L.P.**, a Louisiana limited partnership ("LOUISIANA"), for the purpose of merging them into one of such entities.

1. FLORIDA and LOUISIANA have adopted the attached Plan of Merger.
2. After the merger, the name of the surviving entity is PREMIUM VALVE SERVICES, LLC, and the surviving entity is a Florida limited liability company.
3. The Plan of Merger was adopted by FLORIDA and LOUISIANA pursuant to Section 608.4381, *Florida Statutes*, the applicable laws of the State of Louisiana, and in accordance with the Operating Agreement for FLORIDA and Limited Partnership Agreement for LOUISIANA.
4. The Plan of Merger is effective for accounting purposes and all other purposes on the filing date.

Dated: December 4, 2007.

PREMIUM VALVE SERVICES, LLC,
a Florida limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

PREMIUM VALVE SERVICES, L.P.,
a Louisiana limited partnership

By its General Partner:

DIEFENTHAL HOLDINGS, LLC,
a Florida limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

By its Limited Partner:

PVS Management, LLC,
a Louisiana limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

FILED
2007 DEC 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This PLAN OF MERGER is made and entered into on this 4th day of December, 2007, by and between **PREMIUM VALVE SERVICES, LLC, a Florida limited liability company (hereinafter "FLORIDA")**, and **PREMIUM VALVE SERVICES, L.P., a Louisiana limited partnership (hereinafter "LOUISIANA")** with reference to the following facts and objectives:

(i) FLORIDA is a limited liability company organized and existing under the laws of the State of Florida, with its principal place of business at 125 West Romana Street, Suite 800, Pensacola, Florida 32502;

(ii) LOUISIANA is a limited partnership organized and existing under the laws of the State of Louisiana, with its principal place of business at 1750 South Lane, Suite 101, Mandeville, Louisiana 70471; and

(iii) The Member of FLORIDA and the General and Limited Partners of LOUISIANA deem it desirable and in the best interest of FLORIDA and LOUISIANA that LOUISIANA be merged into FLORIDA pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, and Section 9:3442, *Louisiana Revised Statute*, with FLORIDA being the surviving entity.

NOW THEREFORE, in consideration of the foregoing and the mutual covenants and subject to the terms and conditions set forth herein, the parties hereby agree as follows:

Section 1. Merger. LOUISIANA shall merge with and into FLORIDA and FLORIDA shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of LOUISIANA shall cease and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of LOUISIANA without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of LOUISIANA and neither the rights of creditors nor any liens on the property of LOUISIANA shall be impaired by the merger.

Section 3. Conversion of Interests. As a result of the merger, the partnership interests of the Limited and General Partner of LOUISIANA will be converted into the same membership interests in FLORIDA.

Section 4. Conversion of Rights to Acquire Interests. As a result of the merger, any rights of the Limited and General Partner of LOUISIANA to acquire additional interest in LOUISIANA will be converted into rights to acquire the same membership interests in FLORIDA.

Section 5. Changes in the Articles of Organization of FLORIDA. The Articles of Organization of FLORIDA, the surviving limited liability company, shall continue to be its Articles of Organization following the merger and no changes are desired.

Section 6. Changes in the Operating Agreement of FLORIDA. The Operating Agreement of FLORIDA, the surviving limited liability company, shall continue to be its Operating Agreement following the merger and no changes are desired.

Section 7. Approval of Agreement of Merger. By executing this Plan of Merger, the General Partner of LOUISIANA hereby certifies that this Plan of Merger has been approved by the Limited and General Partner of LOUISIANA in accordance with Title 9, Section 3444(A)(2), *Louisiana Revised Statutes*.

By executing this Plan of Merger, the Manager of FLORIDA hereby certifies that this Plan of Merger has been approved by the Manager of FLORIDA in accordance with Section 608.4381, *Florida Statutes*.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger on the date first above written.

PREMIUM VALVE SERVICES, LLC,
a Florida limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

PREMIUM VALVE SERVICES, L.P.,
a Louisiana limited partnership

By its General Partner:

DIEFENTHAL HOLDINGS, LLC,
a Florida limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

By its Limited Partner:

PVS Management, LLC,
a Louisiana limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

FILED
2001 DEC 27 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA