

607000075449

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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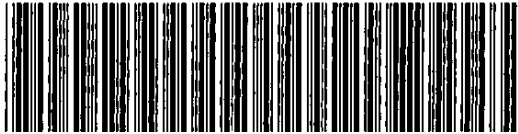
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 11, 2007

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

SUBJECT: PET PROCESSORS OF TEXAS, LLC  
Ref. Number: L07000075449

We have received your document for PET PROCESSORS OF TEXAS, 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 \$21.25. 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 fee for a certified copy is \$30.00.

Please return your document, along with a copy of this letter, within 60 days of 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: 007A00069517

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TALLAHASSEE, FLORIDA

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December 4, 2007

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

Re: PET Processors of Texas, 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,

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

Andrew E. Galloway, III  
General Counsel

AEG:aeg  
Enclosures

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER**

Pursuant to the provisions of Section 608.4382, *Florida Statutes*, this Certificate of Merger is submitted by **PET PROCESSORS OF TEXAS, LLC**, a Florida limited liability company (207-75449) ("FLORIDA"), and **P.E.T. PROCESSORS OF TEXAS, LLC**, a Texas limited liability company ("TEXAS"), for the purpose of merging them into one of such entities.

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

Dated: December 4, 2007.

**PET PROCESSORS OF TEXAS, LLC,**  
a Florida limited liability company

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

**P.E.T. PROCESSORS OF TEXAS, LLC,**  
a Texas limited liability company

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

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TALLAHASSEE, FLORIDA

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## PLAN OF MERGER

This PLAN OF MERGER is made and entered into on this 4th day of December, 2007, by and between PET PROCESSORS OF TEXAS, LLC, a Florida limited liability company (hereinafter "FLORIDA"), and P.E.T. PROCESSORS OF TEXAS, LLC, a Texas limited liability company (hereinafter "TEXAS") 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) TEXAS is a limited liability company organized and existing under the laws of the State of Texas, with its principal place of business at 1750 South Lane, Suite 101, Mandeville, Louisiana 70471; and
- (iii) The Members of FLORIDA and the Members of TEXAS deem it desirable and in the best interest of FLORIDA and TEXAS that TEXAS be merged into FLORIDA pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, and Section 10.001, *Texas Business Organizations Code*, 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. TEXAS 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 TEXAS shall cease and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of TEXAS without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of TEXAS and neither the rights of creditors nor any liens on the property of TEXAS shall be impaired by the merger.

Section 3. Conversion of Interests. Because FLORIDA and TEXAS desire that the Members of FLORIDA continue to be the Members of FLORIDA, the surviving limited liability company after the merger, no additional membership interests will be issued as a result of the merger. As a result of the merger, the membership interests of each Member of TEXAS will be converted into the same interests in FLORIDA.

Section 4. Conversion of Rights to Acquire Interests. As a result of the merger, any rights of any Member of TEXAS to acquire interest will be converted into rights to acquire the same 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 Manager of TEXAS hereby certifies that this Plan of Merger has been approved by the Members of TEXAS in accordance with Section 101.356, *Texas Business Organizations Code*. 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.

**PET PROCESSORS OF TEXAS, LLC,**  
a Florida limited liability company

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

**P.E.T. PROCESSORS OF TEXAS, LLC,**  
a Texas limited liability company

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

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TALLAHASSEE, FLORIDA

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