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Florida Department of State
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L. SELLERS

DEC 31 2009

EXAMINER

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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MERGER OR SHARE EXCHANGE
Hess Kennedy Chartered LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$203.75

FILED

09 DEC 30 AM 3:48

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

2009 DEC 29 AM 8:00

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

H09 0002 66094

CERTIFICATE OF MERGER
 OF
 LAURA HESS & ASSOCIATES, P.A.
 (a Florida professional corporation)
 AND
 THE CONSUMER LAW CENTER, LLC
 (a Florida limited liability company)
 AND
 HESS KENNEDY HOLDINGS LTD.
 (a Florida limited liability company)
 AND
 LEGAL DEBT CENTER, LLC
 (a Florida limited liability company)
 AND
 GLOBAL PAYMENT PROCESSING, LLC
 (a Florida limited liability company)
 AND
 THE CAMPOS CHARTERED LAW FIRM
 (a Florida corporation)
 INTO
 HESS KENNEDY CHARTERED LLC
 (a Florida limited liability company)

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.4382, Florida Statutes.

FIRST: Laura Hess & Associates, P.A., a Florida professional service corporation, document number P05000075010; The Consumer Law Center, LLC, a Florida limited liability company, document number L06000115625; Hess Kennedy Holdings Ltd., a Florida limited liability company, document number L06000115813; Legal Debt Center, LLC, a Florida limited liability company, document number L07000115778; Global Payment Processing, LLC, a Florida limited liability company, document number L07000099460; and The Campos Chartered Law Firm, a Florida limited liability company, document number P06000110787 are the terminating entities (collectively, the "Terminating Entities").

SECOND: Hess Kennedy Chartered LLC, a Florida limited liability company, document number L07000090250 is the surviving limited liability company (the "Surviving LLC").

THIRD: The attached Plan of Merger was approved pursuant to December 17, 2009 Order of the Circuit Court of the Seventeenth Judicial Circuit authorizing the Receiver of the Terminating Entities and the Surviving LLC to act as Member or Shareholder, as appropriate in accordance with Chapter 608, Florida Statutes and Chapter 607, Florida Statutes.

FOURTH: The merger shall become effective when this Certificate of Merger is filed with the Florida Department of State.

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 29th day of December, 2009.

LAURA HESS & ASSOCIATES, P.A.

By: [Signature]
DANIEL J. STERMER, RECEIVER

THE CONSUMER LAW CENTER, LLC

By: [Signature]
DANIEL J. STERMER, RECEIVER

HESS KENNEDY HOLDINGS LTD.

By: [Signature]
DANIEL J. STERMER, RECEIVER

LEGAL DEBT CENTER, LLC

By: [Signature]
DANIEL J. STERMER, RECEIVER

GLOBAL PAYMENT PROCESSING, LLC

By: [Signature]
DANIEL J. STERMER, RECEIVER

THE CAMPOS CHARTERED LAW FIRM

By: [Signature]
DANIEL J. STERMER, RECEIVER

HESS KENNEDY CHARTERED LLC

By: [Signature]
DANIEL J. STERMER, RECEIVER

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PLAN OF MERGER

FIRST: Laura Hess & Associates, P.A., a Florida professional service corporation, The Consumer Law Center, LLC, a Florida limited liability company, Hess Kennedy Holdings Ltd., a Florida limited liability company, Legal Debt Center, LLC, a Florida limited liability company, Global Payment Processing, LLC, a Florida limited liability company, and The Campos Chartered Law Firm, a Florida limited liability company (collectively, the "Terminating Entities").

SECOND: Hess Kennedy Chartered LLC, a Florida limited liability company, is the surviving party (the "Surviving LLC").

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

1. The Articles of Organization of the Surviving LLC, as in effect immediately prior to the merger, shall be the Articles of Organization of the Surviving LLC.
2. The Operating Agreement of the Surviving LLC, as in effect immediately prior to the merger will be the Operating Agreement of the Surviving LLC and will continue in full force and effect until changed, altered or amended.

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

Since July 18, 2008, Daniel J. Stermer has been the court appointed Receiver for the Terminating Entities and the Surviving LLC. During the period of operation of the Terminating Entities and the Surviving LLC prior to the appointment of the Receiver, the Terminating Entities and Surviving LLC were operated and treated for all intent and purpose as one entity. The Court-approved exclusive claim process, which included notice to more than 90,000 potential claimants and review and ruling upon more than 20,000 claims, encompassed all the Terminating Entities and Surviving LLC, and the forthcoming 25% cash distribution to the approved claims will be from the collective assets of the Terminating Entities and Surviving LLC per Court Order. Since July 18, 2008 the Receiver has largely consolidated the books, records and operations of the Terminating Entities and Surviving LLC. Pursuant to Court Order, dated December 17, 2009 the Receiver has been authorized and empowered to merge the Terminating Entities into the Surviving LLC. The Surviving LLC will succeed to all the rights and obligations of the Terminating Entities, including all the assets and all payment obligations under the Court-established claims process. All assets will be paid to creditors and no monies shall be paid to members or shareholders of the Termination Entities or the Surviving LLC.

FIFTH: The Receiver has waived all Appraisal Rights (Ch. 608.4352) with respect to all Terminating Entities and Surviving LLC member interests.

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