

LO7000091592

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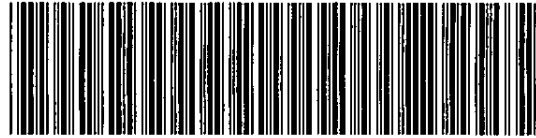
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M. Thomas JAN 11 2008

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Weinberg Family, 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:

John Harrison Hough, Esq.

(Contact Person)

Hough & Fowler, LLP

(Firm/Company)

340 Royal Palm Way, Suite 100

(Address)

Palm Beach, FL 33480

(City, State and Zip Code)

For further information concerning this matter, please call:

John Harrison Hough, Esq. at ( 561 ) 655-4060

(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

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 15, 2007

JOHN HARRISON HOUGH, ESQ  
HOUGH & FOWLER, LLP  
340 ROYAL PALM WAY, STE 100  
PALM BEACH, FL 33480

SUBJECT: WEINBERG FAMILY, LLC  
Ref. Number: L07000091592

850-245-6030  
Marsha

We have received your document for WEINBERG FAMILY, LLC and your check(s) totaling \$127.50. 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.

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) 245-6097.

To: Marsha Thomas  
Regulatory Specialist II

Letter Number: 807A00066060

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TALLAHASSEE, FLORIDA

From: Carmen M. Zopf, CP  
561.655.4060

11-20-07  
Correction made

Mailed  
11-20-07

### CERTIFICATE OF MERGER

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

**FIRST:** The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Weinberg Family, LLC	Florida	L07000091592

**SECOND:** The name and jurisdiction of the merging limited partnership:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Julius Weinberg Family Limited Partnership	Nevada	2193-95


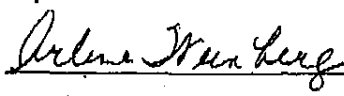
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective at midnight, on the date of filing.

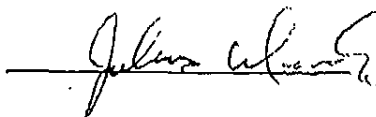
**FIFTH:** The Plan of Merger was adopted by the members of the surviving limited liability company on Sept. 14, 2007.

**SIXTH:** The Plan of Merger was adopted by the partners of the merging limited partnership on Sept. 14, 2007.

### **SEVENTH: SIGNATURES FOR EACH LIMITED LIABILITY COMPANY AND LIMITED PARTNERSHIP**

<u>Name</u>	<u>Signature</u>	<u>Printed Name and Title</u>
Weinberg Family, LLC		Julius Weinberg, Managing Member
		Arlene Weinberg, Managing Member

Julius Weinberg Family Limited Partnership

	Julius Weinberg, President Weinberg Family Corporation, General Partner
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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 608.438, F.S. and in accordance with the laws of any other applicable jurisdiction of formation.

**FIRST:** The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
Weinberg Family, LLC	Florida

**SECOND:** The name and jurisdiction of each merging business entity:

<u>Name</u>	<u>Jurisdiction</u>
Julius Weinberg Family Limited Partnership	Nevada

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

The Articles of Organization and the Operating Agreement of Weinberg Family, LLC in effect at midnight on September 30, 2007 shall be the Articles of Organization and the Operating Agreement of the surviving limited liability company. Julius Weinberg and Arlene Weinberg shall be the managing members of the surviving limited liability company. All employees of the merging partnership shall become employees of the surviving limited liability company. The general partner of the partnership is authorized to file Articles of Merger and withdraw from doing business as appropriate.

**FOURTH:** The manner and basis of converting the interests of the members of each limited liability company that is a party to the merger and the interests, partnership interests, shares, obligations, or other securities of each business entity that is a party to the merger into interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other limited liability company or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each limited liability company that is a party to the merger and rights to acquire interests, partnership interests, shares obligations, or other securities of each business entity that is a party to the merger into rights to acquire interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other limited liability company or other business entity or, in whole or in part, into cash or other property are as follows:

Percentage interests of each of the limited partners of the merging limited partnership shall be converted pro rata to non-voting membership interests of the surviving limited liability company and percentage interests of the general partner of the merging limited partnership shall be converted pro rata to voting membership interests of the surviving limited liability company.

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