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Division of Corporations

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Florida Department of State  
Division of Corporations  
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P05-147668

## MERGER OR SHARE EXCHANGE

MISCHOOK I, LLC

Certificate of Status	0
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190.00

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TALLAHASSEE, FLORIDA

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((HO7000231414)))

**ARTICLES OF MERGER**

**OF**

**MISCHOOK, INC.,  
(a Florida corporation)  
AND  
MISCHOOK I, LLC  
(a Florida LLC)**

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TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Sections 607.1109 and 607.4382 and/or 620.203 608.4832 of Florida statutes, these Articles of Merger provide that:

1. MISCHOOK INC., a Florida corporation, Document Number P05000147668 FEI Number 20-4488620 shall be merged with and into MISCHOOK LLC, a Florida Limited Liability Company, Document Number L07000092780 which shall be the surviving corporation.

2. The exact Name of the surviving entity street address of its principal office jurisdiction and entity is as follows:

MISCHOOK, LLC, A Florida Limited Liability Company whose principal office is located at, 999 Brickell Avenue Suite 401 Miami, Florida 33131,

3. The attached Plan of Merger meets the requirements of Section 607.1108, 608.438, 607.1103, 620.201, Florida statutes and was approved by each of the domestic corporation and Limited Liability Company that is a party to the merger in accordance with Chapters 607.617, 608, and/or 620 of the Florida Statutes.

4. The merger is not prohibited by any of the articles of incorporation or organization of any corporation or limited liability company that is a party to this merger.

5. The merger shall become effective on the date these articles of merger are filed with the Secretary of State (the "Effective Time").

6. The name and address of the surviving manager/ member or the surviving Limited Liability Company is David Greer 999 Brickell Avenue, Suite 401 Miami Florida 33130

7. The articles of merger comply and were executed in accordance with the Laws of the State of Florida the jurisdiction of each of the entities to this merger.

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Mischook, Inc.,  
a Florida corporation

By: D. Greer  
David Greer  
President

Mischook 1, LLC.,  
a Florida Limited Liability Company

By: D. Greer  
David Greer  
Member/Manager

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

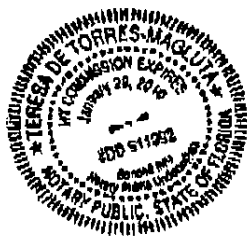
The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September 2007, by David Greer as, as President of Mischook Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC:

Signature

Printed Name

State of Florida at Large  
My Commission Expires:



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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 17th day of September, 2007 by David Greer as Member and Manager of Mischook I, LLC, a Florida Limited Liability Company, on behalf of the Company. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.



NOTARY PUBLIC;

Signature

Printed Name

State of Florida at Large  
My Commission Expires:

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TALLAHASSEE, FLORIDA

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**FOURTH: The terms and conditions of the Merger are as follows:**

(a) The members operating agreement of the surviving Limited Liability Company as they shall exist on the effective date of this Merger shall be and remain the members operating agreement of the Limited Liability Company on until the same shall be altered, amended, or repealed as therein provided.

(b) The managers of the surviving Limited Liability Company shall continue in office until the next annual meeting of the members and until their successors shall have been elected and qualified.

(c) The Merger shall become effective on the date this Articles of Merger are filed with the Florida Department of State.

(d) Upon the Merger becoming effective, the Surviving Limited Liability Company shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporation/ Limited Liability Company. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations/ Limited Liability Company shall be vested in the Surviving Limited Liability Company without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporation or Limited Liability Company shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporation/ Limited Liability Company, shall be vested in the Limited Liability Company without further act or deed. The Limited Liability Company shall be liable for all of the obligations of each of the Constituent Corporation/ Limited Liability Company existing as of the Effective Time.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the President/Director of the Florida Corporation and the Manager/Member of the Florida Limited Liability Company, hereto as the respective act, deed and agreement of each of said corporations, on this 12<sup>th</sup> day of SEP, 2007.

MISCHOOK INC.,

By: D. Greer

David Greer, President/Director

MISCHOOK I, L.L.C.  
a Florida Limited Liability CompanyBy: D. GreerDavid Greer, Manager/  
Member2007 SEP 17 A 11: 14  
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TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER**  
**BETWEEN**  
**MISCHOOK, INC.**  
**(a Florida corporation)**  
**AND**  
**MISCHOOK I, LLC.**  
**(a Florida Limited Liability Company)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Agreement and Plan of Merger dated September 12, 2007 pursuant to Section 607.1107, 607.1103, 608.4381, of the General Corporation Law of Florida, between MISCHOOK INC., a Florida corporation, and MISCHOOK I, LLC, A Florida Limited Liability Company.

WHEREAS, the constituent corporation and Limited Liability Company (the "Constituent Corporation/ Limited Liability Company") desire to merge into a single Limited Liability Company and

NOW THEREFORE, the corporation and limited liability company, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: MISCHOOK I, LLC, a Florida Limited Liability Company hereby merges (the "Merger") into itself MISCHOOK INC., a Florida Corporation, (the "Merged Company") and said MISCHOOK I, LLC, a Florida Limited Liability Company shall be the surviving entity (the "Surviving Limited Liability Company").

SECOND: That the Articles of Organization of MISCHOOK I, LLC, a Florida Limited Liability Company, which is surviving the merger, shall be the Articles of Organization of the Surviving Limited Liability Company.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporation/ Limited Liability company into memberships of the Surviving Limited Liability Company shall be as follows:

a) The member of the merged Limited Liability Company is David Greer

b) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Merger and all rights in respect thereof shall forthwith be changed and converted into one membership certificate of the Surviving Limited Liability Company.

c) After the effective date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Limited Liability Company and each such holder shall be entitled upon such surrender to receive the number membership certificates of the surviving Limited Liability company. Until so surrendered, the outstanding shares of the stock of the Merged corporation to be converted into a member certificate of the Surviving Limited Liability Company as provided herein, may be treated by the Surviving Limited Liability company for all purposes as evidencing the membership ownership of Limited Liability Company as though said surrender had taken place.

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**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Sept., 2007, by David Greer as the President/Director of MISCHOOK, INC., A Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

(Seal)  
My Commission Expires:



**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Sept., 2007, by David Greer, as the member and manager of MISCHOOK I, LLC, a Florida Limited Liability Company, on behalf of the Company. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

(Seal)  
My Commission Expires:



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