

L070000120658

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

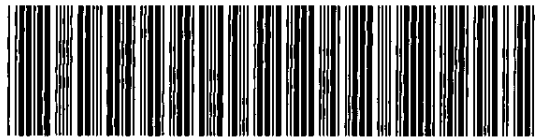
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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01/25/08--01007--004 \*\*105.00

02/12/08--01005--003 \*\*42.50

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DIVISION OF CORPORATIONS  
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T. HAMPTON

FEB 12 2008

EXAMINER



**FOSTER & BREVER, PLLC**  
ATTORNEYS AT LAW

THOMAS E. BREVER (612) 436-3291  
ROBERT J. FOSTER (612) 436-3290

ERIC BREVER (612) 436-3294

January 9, 2008

Secretary of State  
Florida Department of State  
R.A. Gray Building  
500 South Bronough Street  
Tallahassee, FL 32399-0250

RE: TMP LLLP, LLC  
MN Estate Services, Inc.  
TMP Financial, Ltd.

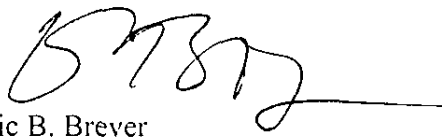
Dear Sir or Madam:

Enclosed for filing please find the following:

1. Certificate of Merger of TMP, LLLP into TMP Holdings, LLC
2. Articles of Merger of MN Estate Services, Inc., a Minnesota Corporation into MN Estate Services, Inc., a Florida Corporation
3. Articles of Merger of TMP Financial, Ltd., a Minnesota Corporation into TMP Financial, Inc., a Florida Corporation

Also enclosed is a check in the amount of \$105.00 for filing fees.

Sincerely,

  
Eric B. Brever

EBB/skb

Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 25, 2008

ERIC B BREVER  
FOSTER & BREVER, PLLC  
2855 ANTHONY LN S - STE 200  
ST ANTHONY, MN 55418

SUBJECT: TMP HOLDINGS, LLC  
Ref. Number: L07000120658

We have received your document for TMP HOLDINGS, LLC and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$42.50.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 608A00005497

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
OF TMP, LLLP  
INTO  
TMP HOLDINGS, LLC.**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company with a Minnesota Limited Liability Limited Partnership in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows.

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
1. TMP, LLLP	Limited Liability Limited Partnership	Minnesota
2. TMP HOLDINGS, LLC	Limited Liability Company	Florida

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
TMP HOLDINGS, LLC	Limited Liability Company	Florida - L 07000120658

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State, is January 1, 2008.

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Dated as of this December \_\_\_\_, 2007.

Signature(s) for Each Party:

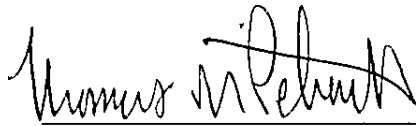
<u>Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Name of Individual:</u>
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TMP HOLDINGS, LLC



Thomas Petracek, Chief Manager

TMP, LLLP



Thomas Petracek, General Partner

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is dated as of December \_\_\_\_, 2007, and is entered into by and between TMP Holdings, LLC., a Florida limited liability company, (hereinafter referred to as the "LLC") and TMP, LLLP, a Minnesota limited liability limited partnership (hereinafter referred to as "LLLP").

**WITNESSETH**

**WHEREAS**, LLC and LLLP and the respective Board of Governors and General Partners thereof have approved as desirable and in the best interests of each company and corporation that LLLP be merged with and into LLC by a statutory merger upon the terms and conditions contained in this Plan of Merger, dated as of December \_\_\_\_, 2007, by and among LLC and LLLP and in accordance with the applicable laws of the State of Florida and the State of Minnesota.

**NOW THEREFORE**, in consideration of the premises and the mutual promises contained herein IT IS AGREED AS FOLLOWS:

FIRST: At the Effective Time of the Merger (as hereinafter defined), LLLP shall be merged with and into LLC by a statutory merger (the "Merger") in accordance with Section 608.43801 of the Florida Statutes (the "Florida Statutes") and with Section 321.1106 of the Minnesota Limited Partnership Act (the "Minnesota LPA") and upon the terms and conditions hereinafter expressed.

At the Effective Time of the Merger, the separate existence of LLLP shall cease and LLC shall be

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the Surviving Company (hereinafter sometimes referred to as the "Surviving Company") all in the manner intended by Section 608.438 *et seq.* of the Florida Statutes.

SECOND: The merger shall become effective at 12:01 a.m. on January 1, 2008, or as soon thereafter as the articles are filed with the Florida Secretary of State. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

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THIRD: The manner and basis of converting the partnership interests of LLLP and membership interest units of the LLC upon the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be as follows:

1. Each partnership interest unit of LLLP, as appropriate, held in the LLLP treasury, immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and retired and cease to exist.
2. After the Effective Time of the Merger, there shall be no further registration or transfer on the partnership interest registration books of LLLP. If, after the Effective Time, Certificates representing interest units are presented to the Companies for transfer, they shall be canceled.
3. Each membership interest unit of the LLC, no par value per unit, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

FOURTH: The Articles of Organization of the LLC in effect immediately prior to the Effective Time of the Merger shall continue to be the Articles of Organization following the Merger until amended or repealed in accordance with law.

FIFTH: At the Effective Time of the Merger, all respective property, assets, rights, privileges, powers, franchises and immunities of LLLP shall vest in LLC and all of the respective debts,

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liabilities and obligations of LLLP shall become the debts, liabilities and obligations of LLC and all in accordance with the applicable provisions of the Florida Statutes and the Minnesota LPA.

SIXTH: Prior to the filing of the Florida Certificate of Merger with the Secretary of State this Plan of Merger may be terminated as provided in the Merger Agreement.

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