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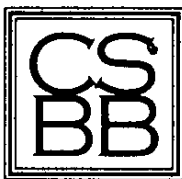
12/31/07--01047--013 **27.50

12/31/07--01047--012 **75.00

EFFECTIVE DATE
12/31/07

FILED
07 DEC 31 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN - 2 2008



COMITER, SINGER, BASEMAN & BRAUN, LLP

ATTORNEYS AT LAW

RICHARD B. COMITER
MICHAEL S. SINGER
ALAN H. BASEMAN
KEITH B. BRAUN

FINANCIAL CENTER AT THE GARDENS
3801 PGA BOULEVARD
SUITE 604
PALM BEACH GARDENS, FL 33410

TELEPHONE 561.626.2101
TOLL FREE 800.226.1484
FACSIMILE 561.626.4742
info@comitersinger.com

MARK DEDICK
LISA Z. HAUSER
SASHA A. KLEIN
MARK WISNIEWSKI

OF COUNSEL:
BARRY A. NELSON

December 28, 2007

VIA FEDEX

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Registration Section
Tallahassee, FL 32301

RE: Articles of Merger of Myer Holdings Nevada, Ltd. Limited Partnership and Myer Management Nevada, LLC with and into Myer Investments, LLC, a Florida limited liability company

Ladies and Gentlemen:

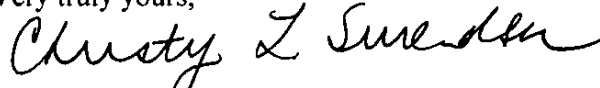
Enclosed are the following:

1. Certificate of Merger (with attached Plan of Merger) of Myer Holdings Nevada, Ltd. Limited Partnership and Myer Management Nevada, LLC with and into Myer Investments, LLC, a Florida limited liability company. **Please note that the effective date of the Merger is December 31, 2007 as set forth in the attached Certificate of Merger.**
2. Checks in the amounts of \$75.00 and \$27.50, respectively, totaling \$102.50 to cover the filing fee for the Certificate of Merger.

Florida Department of State
December 28, 2007
Page 2

I appreciate your cooperation with this matter. If you have any questions, please do not hesitate to contact me at (561) 626-3250.

Very truly yours,

A handwritten signature in black ink, appearing to read "Christy L. Swendsen". The signature is fluid and cursive, with the first name "Christy" being more prominent.

Christy L. Swendsen,
Corporate Legal Assistant

Enclosures

**CERTIFICATE OF MERGER
OF
MYER INVESTMENTS, LLC**

FILED

07 DEC 31 PM 2:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Myer Holdings Nevada, Ltd. Limited Partnership	Nevada	Limited Partnership
Myer Management Nevada, LLC	Nevada	Limited Liability Company

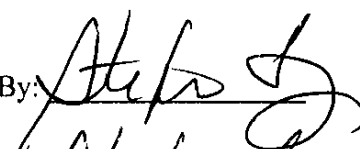
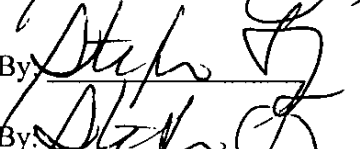
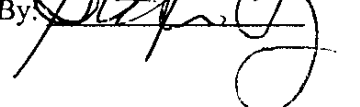
SECOND: The exact name, for/entity type and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Myer Investments, LLC L07-123984	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes and the applicable laws of the state of Nevada.

FOURTH: The effective date of the merger is December 31, 2007.

FIFTH: Signatures for Each Party:

<u>Name</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Myer Holdings Nevada, Ltd. Limited Partnership	By: 	Stephen J. Myer
Myer Investment Management, LLC	By: 	Stephen J. Myer
Myer Investments, LLC	By: 	Stephen J. Myer

PLAN OF MERGER

The undersigned, being (1) all of the members of Myer Management Nevada, LLC, a Nevada limited liability company (the "General Partner"), a merging party; (2) all of the limited partners of Myer Holdings Nevada, Ltd. Limited Partnership, a Nevada limited liability limited partnership (the "LLLP"), a merging party; (3) the General Partner, as the sole general partner of the LLLP; and (4) all of the members of Myer Investments, LLC, a Florida limited liability company ("Myer LLC"), hereby agree to merge the merging parties with and into Myer LLC, as the surviving party (the "**Plan of Merger**"), as follows:

1. Myer LLC has been formed for the purpose of acquiring, by merger, the LLLP and the General Partner for the sole purpose of reorganizing the LLLP as a Florida limited liability company ("**the Merger**"). Upon the effective date of the Merger, the separate existence of the LLLP and the General Partner will cease and the business of the LLLP and the General Partner shall continue to be conducted by Myer LLC.

2. The percentage interests of the limited partners in the LLLP, the membership interests of the members of the General Partner and the membership interests of the members in Myer LLC are all identical and, following the merger, will remain so. Accordingly, upon the effective date of the Merger, all of the percentage interests of the limited partners in the LLLP and the membership interests of the members of the General Partner will be cancelled, and the members of the surviving party shall continue to be members of the surviving party, in the same percentages as prior to the Merger, without the issuance of any additional membership interests in the surviving party.

3. The officers and managers of the General Partner, the General Partner, and the managers of Myer LLC are all authorized and directed to do or cause to be done all acts, and to execute and deliver all documents, necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of the 20 day of December, 2007.

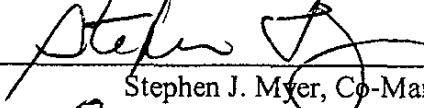
[The signatures appear on the following page.]

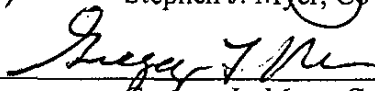
LLLP:

MYER HOLDINGS NEVADA, LTD. LIMITED PARTNERSHIP, a Nevada limited liability limited partnership

General Partner:

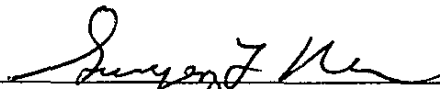
MYER MANAGEMENT NEVADA, LLC, a Nevada limited liability company, the sole General Partner

By: 
Stephen J. Myer, Co-Manager

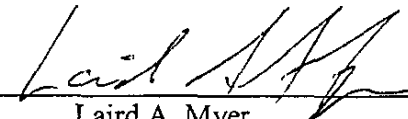
By: 
Gregory L. Myer, Co-Manager

Limited Partners:


Stephen J. Myer

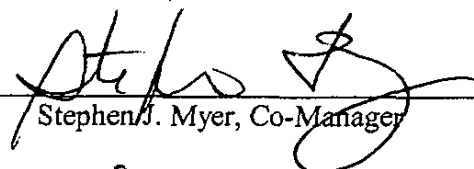

Gregory L. Myer

Robert R. Myer, III


Laird A. Myer

MYER LLC:

Myer Investments, LLC, a Florida limited liability company

By: 
Stephen J. Myer, Co-Manager

By: 
Gregory L. Myer, Co-Manager

LLLP:

MYER HOLDINGS NEVADA, LTD. LIMITED PARTNERSHIP, a Nevada limited liability limited partnership

General Partner:

MYER MANAGEMENT NEVADA, LLC, a Nevada limited liability company, the sole General Partner

By: _____
Stephen J. Myer, Co-Manager

By: _____
Gregory L. Myer, Co-Manager

Limited Partners:

Stephen J. Myer

Gregory L. Myer

Robert R. Myer, III

Laird A. Myer

MYER LLC:

Myer Investments, LLC, a Florida limited liability company

By: _____
Stephen J. Myer, Co-Manager

By: _____
Gregory L. Myer, Co-Manager

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