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SINGER & ASSOCIATES

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BERNARD A. SINGER, P.A.
Account Number : 070242003143
Phone : (954) 985-8600
Fax Number : (954) 985-8477

2007 DEC 27 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ANCHOR PARTNERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

\$105.00

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Corporate Filing Menu

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EFFECTIVE DATE

1-1-08

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ANCHOR PARTNERS, 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:

BERNARD A. SINGER, ESQ.

(Contact Person)

SINGER & ASSOCIATES

(Firm/Company)

3107 STIRLING ROAD, SUITE 105

(Address)

FT. LAUDERDALE, FL 33312

(City, State and Zip Code)

For further information concerning this matter, please call:

BERNARD A. SINGER, ESQ.

(Name of Contact Person)

at (954) 985-8600

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$52.50

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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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WORLD PARTNER ENTERPRISES, LTD.	FL	LIMITED PARTNERSHIP
ANCHOR PARTNERS, LLC	FL	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ANCHOR PARTNERS, LLC	FL	LLC

THIRD: The date the merger is effective under the governing laws of the surviving party is: JANUARY 1, 2008.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

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TALLAHASSEE, FLORIDAEFFECTIVE DATE:
1-1-08A97-2588
607-127305

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

SEE ATTACHED PLAN AND AGREEMENT OF MERGER.

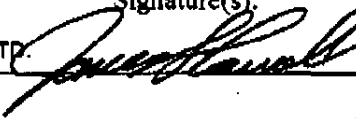
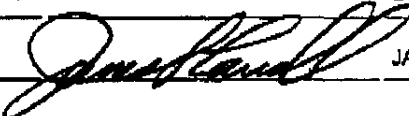
THE EFFECTIVE DATE OF MERGER IS JANUARY 1, 2008.

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TALLAHASSEE, FLORIDA

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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WORLD PARTNER ENTERPRISES, LTD.		JAMES S. CARROLL, PRESIDENT
		OF GENERAL PARTNER
ANCHOR PARTNERS, LLC		JAMES S. CARROLL, MANAGER

Fees: Filing Fees: \$52.50 Per Party
 Certified Copy: \$52.50 (Optional)
 Certificate of Status: \$8.75 (Optional)

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 TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, made this 27th day of December, 2007, by and among **ANCHOR PARTNERS LLC**, a Florida limited liability company ("Anchor") and **WORLD PARTNER ENTERPRISES, LTD.**, a Florida limited partnership ("World").

RECITALS:

WHEREAS, Anchor is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, World is a Florida limited partnership; and

WHEREAS, World and Anchor deem it desirable and in their respective best interests that World be merged into Anchor, with Anchor being the surviving entity; and

WHEREAS, the parties hereto deem it essential that a definitive Plan and Agreement of Merger be formally adopted and approved.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the constituent entities to this Agreement do hereby agree to the following terms and conditions of this Plan and Agreement of Merger.

1. **Surviving Entity.** On the effective date of the merger as set forth below, World shall be merged into Anchor and World shall cease to exist. Anchor shall become the owner, without other transfer, of all the rights and property of World and, likewise, Anchor shall become subject to all the debts and liabilities of World as if Anchor had itself incurred them.

2. **Principal Office.** The principal office of Anchor is and shall remain located at 12575 Orange Drive, Suite # 302, Davie, Florida 33330.

3. **Objects and Purposes.** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving entity following the merger are the general business and affairs associated with the operation and maintenance of the surviving entity.

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4. **Operating Agreement** The Operating Agreement of Anchor shall be amended to reflect the merged interests of the parties as hereinafter determined.

5. **Management** James S. Carroll shall be the Manager of Anchor as provided in the aforesaid Operating Agreement and the Articles of Organization of Anchor as filed with the Florida Secretary of State.

6. **Conversion of Ownership Interests** The manner and basis of converting and exchanging the ownership interests of World into ownership interests of Anchor shall be determined by the independent Certified Public Accounting firm of Crowe Chizek. Crowe Chizek shall determine the valuations of the respective entities and determine the ownership interest of each partner of World in Anchor based on the pro rata interest of each partner of World and the values of each respective entity.

7. **Effective Date** The effective date of this Plan of Agreement of Merger shall be on January 1, 2008.

8. **Amendment and Modification** This Agreement may be amended, modified and supplemented by mutual consent of the respective parties hereto.

9. **Assignment** This Agreement is not assignable without the prior written consent of all parties.

10. **Governing Law** This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

11. **Construction** The parties agree and acknowledge that each party has reviewed and revised this Agreement and that the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting parties shall not be employed in the interpretation of this Agreement or any amendment or exhibit thereto.

12. **Headings** The headings of the sections herein are inserted for convenience only and shall not constitute a part hereof.

13. **Counterparts** This Agreement may be executed in any number of counterparts, and each such counterpart shall for all purposes be deemed to be an original.

14. **Entire Agreement** This Agreement, including any documents referred to herein, contains the entire understanding of the parties hereto in respect of

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the subject matter contained herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands and seals as of the day and year first above written.

Witnesses:

[Signature]
(as to all parties)

ANCHOR PARTNERS, LLC

By: [Signature]

JAMES S. CARROLL, Manager

WORLD PARTNER ENTERPRISES, LTD., a Florida limited partnership

By: Carroll Family Enterprises, Ltd., a Florida limited partnership, General Partner of World Partner Enterprises, Ltd.

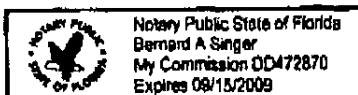
By: J.C. Corp. Of South Florida, a Florida corporation, General Partner of Carroll Family Enterprises, Ltd.

By: [Signature]

JAMES S. CARROLL, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 27th day of December, 2007 by **JAMES S. CARROLL**, as Manager of Anchor Partners, LLC, a Florida limited liability company, as President of J.C. Corp. of South Florida, a Florida corporation, the General Partner of Carroll Family Enterprises, Ltd., a Florida limited partnership, as General Partner of World Partner Enterprises, Ltd., a Florida limited partnership, on behalf of the entities. He is personally known to me or has produced _____ as identification and did not take an oath.



[Signature]
Notary Public - State of Florida

V:\Carroll Restructuring Entities\Anchor Partners, LLC\Plan of Merger of LP & LLC.wpd

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TALLAHASSEE, FLORIDA