

**L07000128244**

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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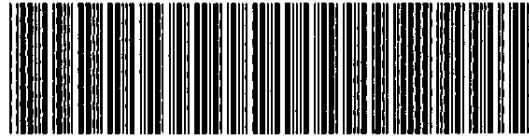
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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TALLAHASSEE, FLORIDA

**C. LEWIS**

**AUG 12 2011**

**EXAMINER**

**DAVID C. GILMORE**  
ATTORNEY AT LAW

BOARD CERTIFIED  
WILLS, TRUSTS & ESTATES



August 10, 2011

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

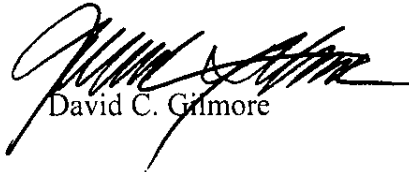
Re: Saint Antonio's Investment, LLC

Dear Sir or Madam:

Please find enclosed Articles of Merger and a Plan of Merger for the above captioned entity. Also enclosed is our check in the amount of \$80.00 for the filing fee and one certified copy of the Articles of Merger.

Please return the certified copy to my office address at the bottom of this letter.

Very truly yours,



David C. Gilmore

DCG/klh  
Enclosures

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ARTICLES OF MERGER  
OF

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SAINT ANTONIO'S INVESTMENT, LLC, a Florida Limited Liability Company OF STATE  
AND TALLAHASSEE, FLORIDA  
SAINT MICHAEL'S INVESTMENT, LLC, a Florida Limited Liability Company

SAINT ANTONIO'S INVESTMENT, LLC a Florida Limited Liability Company and  
SAINT MICHAEL'S INVESTMENT, LLC a Florida Limited Liability Company (individually,  
the "Entity," and collectively, the "Parties"), hereby certify that:

FIRST: The Parties agree to merge.

SECOND: The name, street address of its principal office and place of organization of  
each of the parties to the merger are:

(1) SAINT ANTONIO'S INVESTMENT, LLC, 2227 Kent Place, Clearwater,  
Florida 33764, organized under the laws of Florida. L07000128244

(2) SAINT MICHAEL'S INVESTMENT, LLC, 2227 Kent Place, Clearwater,  
Florida 33764, organized under the laws of Florida. L07000127816

THIRD: The name of the surviving entity is SAINT ANTONIO'S INVESTMENT, LLC,  
which was organized under the laws of the State of Florida.

FOURTH: The attached Plan of Merger meets the requirements of §608.4383 Fla. Stat.  
and was approved by each entity that is a party to the merger.

FIFTH: The terms and conditions of the Plan of Merger were advised, authorized and  
approved by the members of each entity by the unanimous consent of its members.

SIXTH: No amendment to the Articles of Organization of the surviving entity, SAINT  
ANTONIO'S INVESTMENT, LLC, is required on account of the merger.

SEVENTH: Prior to the merger, the percentage of interests in each entity was:

(1) SAINT ANTONIO'S INVESTMENT, LLC

100% One Class

(2) SAINT MICHAEL'S INVESTMENT, LLC

100% One Class

EIGHTH: The manner and basis of converting the outstanding interests of ST. MICHAEL'S INVESTMENT, LLC into interests of ST. ANTONIO'S INVESTMENT, LLC are as follows:

Each Membership Unit of St. Michael's Investment, LLC issued and outstanding, immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted into one fully paid and non-assessable Membership Unit of St. Antonio's Investment, LLC. Each share of Surviving Entity's membership units that are issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Entity's membership units.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

TENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, each party has caused these Articles of Merger to be signed in its name and on its behalf by its authorized person, and its seal to be hereunder affixed this 9<sup>th</sup> day of August, 2011. Each authorized person acknowledges these Articles of Merger to be the act and deed of the entity on whose behalf the authorized person has executed these Articles of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

ST. ANTONIO'S INVESTMENT,  
LLC

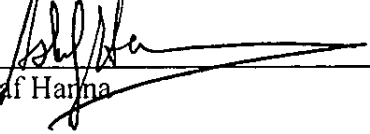
By: Macari Bishara  
Macari Bishara, Manager

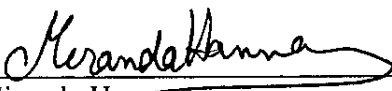
ST. MICHAEL'S INVESTMENT,  
LLC

By: Macari Bishara  
Macari Bishara, Manager


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Members of St. Antonio's  
Investment, LLC:

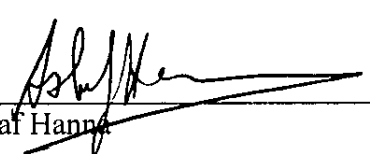
  
Ashraf Hanna


  
Miranda Hanna

  
Macari Bishara


  
Magda Bishara

Members of St. Michael's  
Investment, LLC:

  
Ashraf Hanna

  
Miranda Hanna

  
Macari Bishara

  
Magda Bishara

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**PLAN OF MERGER**

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TALLAHASSEE, FLORIDA

Merger between Saint Antonio's Investment, LLC, a Florida limited liability company (the "Surviving Entity") and Saint Michael's Investment, LLC, a Florida limited liability company (the "Disappearing Entity") (collectively the "Constituent Limited Liability Companies"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§608.4383 *et seq.* of the Florida Limited Liability Company Act (the "Act").

1. Articles of Organization. The Articles of Organization of Saint Antonio's Investment, LLC in effect immediately before the Effective Date, shall be, without any changes the Articles of Organization of the Surviving Entity until further amended as provided by law.

2. The Operating Agreement. The Operating Agreement of Saint Antonio's Investment, LLC in effect immediately before the Effective Date, shall be the Operating Agreement of the Surviving Entity until further amended as provided by law.

3. Conversion and Exchange of Membership Units.

The manner and basis of converting the Membership Units of Saint Michael's Investment, LLC issued and outstanding immediately prior to the effective date of the Merger into Membership Units of Saint Antonio's Investment, LLC Membership Units shall be as follows:

Each Membership Unit of Saint Michael's Investment, LLC issued and outstanding, immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted into one fully paid and non-assessable Membership Unit of Saint Antonio's. Each share of Surviving Entity's membership units that are issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Entity's membership units.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Act.

5. Supplemental Action. If at any time after the Effective Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Entity and Surviving Entity shall cause their respective members to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. In accordance with §608.4383 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles with the Florida Secretary of State.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Limited Liability Companies which is, or the members of which are, entitled to the benefit thereof by action taken by the Members of such party, or may be amended or modified in whole or in part at any time before the vote of the members of the Constituent Limited Liability Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §608.4383 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the members of both Constituent Limited Liability Companies, notwithstanding favorable action by the members of the respective Constituent Limited Liability Companies.

ST. ANTONIO'S INVESTMENTS, LLC, a  
Florida limited liability company

By: Macari Bishara  
Macari Bishara, Manger

ST. MICHAEL'S INVESTMENTS, LLC, a  
Florida limited liability company

By: Macari Bishara  
Macari Bishara, Manger

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