

L080000002483

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

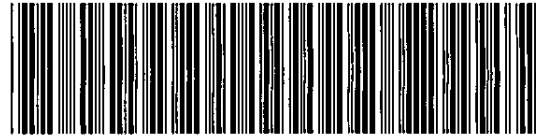
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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J. BRYAN

JAN - 9 2008

EXAMINER

Robert U. Goldman, Ltd.

ATTORNEYS AT LAW

Suite 365 • 600 Central Avenue • Highland Park, Illinois 60035-3257

Robert U. Goldman
Roberta Goldman
(New York Bar Only)

(847) 432-3666

Telefax
(847) 432-4289

Via Federal Express

January 7, 2008

Joey Bryan, Regulatory Specialist II
Florida Department of State, Division of Corporations
2661 Executive Center Circle, Clifton Building
Tallahassee, FL 32301

Re: Merger of Foreign Entities into
FL domestic limited liability companies

Dear Mr. Bryan:

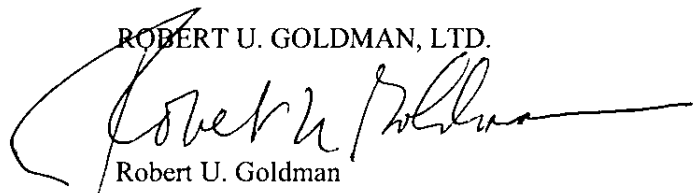
We enclose for immediate filing documentation and checks described below to accomplish the indicated mergers:

| Foreign Entity | Merging into Surviving Florida limited liability company | Executed Documents Enclosed | Filing Fee Amount | Check Number |
|---|--|---|-------------------|--------------|
| 29-31 Associates, an Illinois LP | 29-31 Florida LLC | Cover Letter Certificate of Merger Plan of Merger | \$107.50 | 13186 |
| Lovely Hills Developers, an Illinois LP | Lovely Hills Florida LLC | Cover Letter Certificate of Merger Plan of Merger | \$107.50 | 13187 |
| VL Corp., a Nevada corporation | VLC Florida Palm LLC | Cover Letter Certificate of Merger Plan of Merger | \$90.00 | 11024 |

If you have any questions or further needs, do not hesitate to call. Thank you for your prompt attention to this matter. Please return the stamped and certified copies in the enclosed Fed Ex return envelope that has been included for your convenience.

Very truly yours,

ROBERT U. GOLDMAN, LTD.



Robert U. Goldman

RUG/wsf
Enclosures

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VLC FLORIDA PALM 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:

Robert U. Goldman

(Contact Person)

New Century Investor Services, Inc.

(Firm/Company)

600 Central Avenue, Suite #365

(Address)

Highland Park, IL. 60035

(City, State and Zip Code)

For further information concerning this matter, please call:

Robert U. Goldman at (847) 432-3666
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

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 Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--|---------------------|----------------------------------|
| <u>#L080000002483 VLC FLORIDA PALM LLC</u> | <u>Florida</u> | <u>Limited Liability Company</u> |
| <u>VL Corp.</u> | <u>Nevada</u> | <u>Corporation</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

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> |
|-----------------------------|---------------------|----------------------------------|
| <u>VLC Florida Palm LLC</u> | <u>Florida</u> | <u>Limited Liability Company</u> |

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.

ARTICLES FIFTH THROUGH AND INCLUDING EIGHTH ARE INTENTIONALLY

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:

OMITTED

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

Mailing address:

~~b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.~~

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|---------------|---|
| VLC Florida Palm LLC | | Nathan Wagner, VP New Century Investor Services, Inc., Manager |
| VL Corp. | | Robert U. Goldman, VP |

| | |
|-----------------------------------|---|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

| | |
|---|---------|
| <u>Fees:</u> For each Limited Liability Company: | \$25.00 |
| For each Corporation: | \$35.00 |
| For each Limited Partnership: | \$52.50 |
| For each General Partnership: | \$25.00 |
| For each Other Business Entity: | \$25.00 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

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PLAN OF MERGER

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THIS PLAN OF MERGER is hereby adopted on December 28, 2007, by VL Corp., a Nevada corporation (the "**Corporation**"), and VLC Florida Palm LLC, a Florida limited liability company (the "**LLC**"), said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors and the Shareholders of the Corporation, deems it advisable that the Corporation(the "**Disappearing Entity**") be merged into the LLC (the "**Surviving Entity**") under the laws of the State of Florida in the manner provided therefor pursuant to Section 608.4381 of the Revised statutes of the State of Florida and consistent with the requirements of the laws of the State of Nevada;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. **Agreement to merge.** The Constituent Entities hereby agree that the Disappearing Entity shall be merged into the Surviving Entity.

2. **Name of merged entity.** The name of the Surviving Entity shall be "VLC Florida Palm LLC."

3. **Place of office of surviving entity.** The place in the State of Illinois where the principal office of the Surviving Entity is to be located is 600 Central Avenue, Suite 365 in the City of Highland Park, County of Lake.

4. **Purpose of surviving entity.** The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited liability companies may be formed under the Laws of the State of Florida.

5. **Interests in surviving entity.** The Disappearing Entity is currently the sole member of the Surviving Entity.

6. **Name and resident agent.** Jay B. Felner, of 4182 Live Oak Blvd., in the City of Delray Beach, Palm Beach County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said LLC is to be located in the

State of Florida, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. **Mode of effecting merger.** The mode of carrying said merger into effect, and the manner and basis for converting the general and limited partnership interests of the Disappearing Entity into member interests of the Surviving Entity, shall be as follows:

The Corporation shall transfer and assign to the LLC and the LLC shall accept and assume all of the assets and liabilities of the Corporation on the effective date of merger. Then, the Shareholders of the Disappearing Entity shall each surrender the certificates evidencing their respective shareholdings and ownership in the Corporation to the Corporation for cancellation and shall receive in exchange therefor a proportionate share of the entire member interest in the LLC held by the Corporation.

8. **Reporting of assets at book value in accounts of surviving entity; pooling of interests.** The assets of the Disappearing Entity shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. **Articles of organization.** There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. **Operating agreement.** The Operating Agreement of the LLC as of the effective date of merger shall remain as the Operating Agreement of the Surviving Entity.

11. **Effective date of plan.** This Plan shall become effective on January 1, 2008 or such later date as may be required by Florida Statutes. The term "effective date," wherever used in this Agreement, shall mean such date. This Plan of Merger shall be attached to and made part of a certain Certificate of Merger to be filed by the Surviving Entity with the Secretary of State of Florida pursuant to Section 608.4382 of the Florida Statutes.

12. **Right to abandon merger.** The Disappearing Entity and the Members of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

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IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by duly authorized representatives, as of the date first above written.

VLC FLORIDA PALM LLC, a Florida limited liability company

By: New Century Investor Services, Inc., a Florida corporation, Manager

By: 

Nathan Wagner, Vice President

VL CORP., A NEVADA CORPORATION

By: 

Robert U. Goldman, Vice President

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