

L08000029765

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

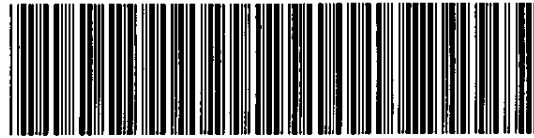
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600122848696

04/16/08--01001--001 **80.00

RECEIVED

08 APR 15 PM 2:12

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 APR 15 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

APR 15 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
08 APR 15 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: ASHLEY SMITH

DATE: 04-15-2008

REF. #: 000162.85251

CORP. NAME: EPIC ST. AUGUSTINE RETAIL HOLDINGS, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 525589 **FOR \$** 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
08 APR 15 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Epic St. Augustine Retail Holdings, LLC	Florida	LLC
<u>L08000029770</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>
St. Augustine Retail Holdings, LLC	Florida	LLC

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:

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:

N/A

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:

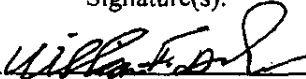
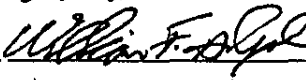
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:
Epic St. Augustine Retail Holdings, LLC		William F. DeMarsh
St. Augustine Retail Holdings, LLC		William F. DeMarsh

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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
--	---------

PLAN OF MERGER

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>
Epic St. Augustine Retail Holdings, LLC	Florida	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>
St. Augustine Retail Holdings, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

See attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

SIXTH: Other provisions; if any, relating to the merger are as follows:

See attached Plan and Agreement

(Attach additional sheet if necessary)

PLAN AND AGREEMENT OF MERGER

by merger of

Epic St. Augustine Retail Holdings, LLC

with and into

St. Augustine Retail Holdings, LLC

This is a Plan and Agreement of Merger (Agreement) between Epic St. Augustine Retail Holdings, LLC, a Florida limited liability company (the Merging Company), and St. Augustine Retail Holdings, LLC, a Florida limited liability company (the Surviving Company).

WHEREAS, Epic Theatres of St. Augustine, Inc., a Florida corporation, owns a 100% Membership Interest in Epic St. Augustine Retail Holdings, LLC; and

WHEREAS, I-4 Howland Investments, LLC, a Florida limited liability company, owns a 100% Membership Interest in St. Augustine Retail Holdings, LLC.

In consideration of One (\$1.00) Dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

ARTICLE I.
PLAN OF MERGER

Plan Adopted and Conversion of Membership Interest

1.01 A plan of merger of Epic St. Augustine Retail Holdings, LLC and St. Augustine Retail Holdings, LLC, pursuant to Section 608.438, Florida Statutes, is adopted as follows:

(a) Epic St. Augustine Retail Holdings, LLC shall be merged with and into St. Augustine Retail Holdings, LLC, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Company shall be St. Augustine Retail Holdings, LLC.

(c) When this agreement shall become effective, the separate existence of Epic St. Augustine Retail Holdings, LLC shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of Epic St. Augustine Retail Holdings, LLC and shall be subject to all the debts and liabilities of Epic St. Augustine Retail Holdings, LLC in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent company shall be preserved unimpaired.

"(d) On the Effective Date of the merger (as defined below), by virtue of the merger, the Membership Interests of Epic St. Augustine Retail Holdings, LLC shall be converted into and shall thereafter represent the right to receive an amount of cash equal to \$280,644.24 in the aggregate (the Merger Consideration). The Surviving Company or I-4 Howland Investment, LLC, its sole member, shall pay the Merger Consideration to Epic Theatres of St. Augustine, Inc., the sole member of Epic St. Augustine Retail Holdings, LLC, on the Effective Date or as promptly as practicable thereafter.

(e) After the merger, I-4 Howland Investments, LLC, will own a 100% Membership Interest in the Surviving Company."

(f) The Articles of Organization of St. Augustine Retail Holdings, LLC, as existing on the effective date of the merger, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.

Effective Date

1.02 The effective date of the merger (Effective Date) shall be the date when the Certificate of Merger is filed with the Department of State.

Submission to Members

1.03 This Agreement has been submitted separately to the members and/or shareholders of the constituent limited liability companies and/or corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE 2. MANAGERS

Managers of Survivor

2.01 The present Managers and/or Officers of St. Augustine Retail Holdings, LLC shall continue to serve as the Managers of the Surviving Company until their successors have been elected and qualified.

ARTICLE 3. OPERATING AGREEMENT


Operating Agreement of Survivor

3.01 The Operating Agreement of St. Augustine Retail Holdings, LLC, as existing on the Effective Date of the merger, shall continue in full force as the Operating Agreement of the

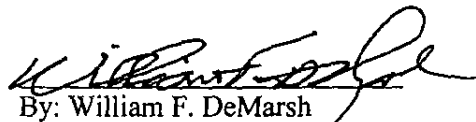
Surviving Company until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

IN WITNESS WHEREOF, this Agreement was executed on April 15, 2008.

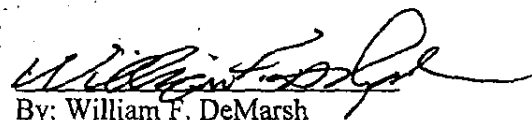
Epic St. Augustine Retail Holdings, LLC


By: William F. DeMarsh
Its: President

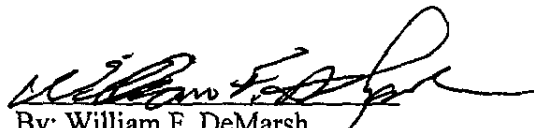
St. Augustine Retail Holdings, LLC.


By: William F. DeMarsh
Its: President

Epic Theatres of St. Augustine, Inc.


By: William F. DeMarsh
Its: President

I-4 Howland Investments, LLC.


By: William F. DeMarsh
Its: President