

From: PHOENIX LAW PARTNERS

239 461 0083

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Division of Corporations

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**L08000049018**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**13730 Tamiami, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	05
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Electronic Filing Menu Corporate Filing Menu

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J. SAULSBERRY  
EXAMINER

Help  
JAN 27 2011

1-28-11

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with §608.438 Florida Statutes.

- FIRST:** The merging parties are:  
**1788 N. Tamiami, LLC**  
Florida Department of State Document Number ~~L08000049018~~ **L08000049005**  
And  
**12262 Palm Beach Blvd, LLC**  
Florida Department of State Document Number L08000049018
- SECOND:** The surviving party is:  
**13730 Tamiami, LLC**  
Florida Department of State Document Number L08000049018
- THIRD:** §608.438, Florida Statutes, authorizes the merger of a Florida profit limited liability company as the merging party, into a Florida limited liability company, as the surviving party. The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.
- FOURTH:** The merging party and the surviving party are both Florida business entities described in the First and Second Articles that approved the attached Plan of Merger in accordance with Florida law as described in the Third Article, and no party is a business entity formed, organized or incorporated outside Florida.
- FIFTH:** The merger's effective date is 31 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date this document is filed by the Florida Department of State.
- SIXTH:** The surviving party was organized under the laws of Florida as described in the Second and Fourth Articles, and its principal office address is in the State of Florida.
- SEVENTH:** The surviving party is formed under the laws of Florida as described in the First and Fourth Articles.
- EIGHTH:** The merged party and the surviving party execute these Articles of Merger on 31 January 2011.

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TALLAHASSEE, FLORIDA

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1788 N. Tamiami, LLC

By: Gary Milton Shaffer Revocable Trust, dated September 11, 2007  
Its Managing Member

By:

  
Gary Milton Shaffer, Co-Trustee

  
Sandra Lynn Shaffer, Co-Trustee

12262 Palm Beach Blvd, LLC

By: Gary Milton Shaffer Revocable Trust, dated September 11, 2007  
It's Managing Member

By:

  
Gary Milton Shaffer, Co-Trustee

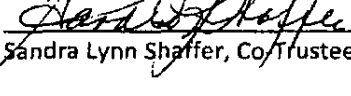
  
Sandra Lynn Shaffer, Co-Trustee

13730 Tamiami, LLC

By: Gary Milton Shaffer Revocable Trust, dated September 11, 2007  
It's Managing Member

By:

  
Gary Milton Shaffer, Co-Trustee

  
Sandra Lynn Shaffer, Co-Trustee

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER**

*§608.438 Florida Statutes*, authorizes the merger of a Florida Limited Liability Company, as a merging party, and a Montana Limited Liability Company, as a merging party, into a Florida Limited Liability Company, as the surviving party. The following Florida Limited Liability Companies, as merging parties, merging into the following Florida Limited Liability Company, as the surviving party, respectively adopt this Plan of Merger in accordance with *§608.438, Florida Statutes*, respectively and the following Montana Limited Liability Company, as a merging party, adopts this Plan of Merger in accordance with *§35-8-1201 of the Montana Code*.

**FIRST:** The merging parties are:

**1788 N. Tamlami, LLC, a Florida limited liability company**  
Florida Department of State Document Number L080000049005  
And  
**12262 Palm Beach Blvd, LLC, a Florida limited liability company**  
Florida Department of State Document Number L08000049010  
And  
**Soapy Suds, LLC, a Montana limited liability company**  
Montana Secretary of State Filing Number C-159293-700980

**SECOND:**

The surviving party is:  
**13730 Tamiami, LLC, a Florida limited liability company**  
Florida Department of State Document Number L08000049018

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

The mergers' effective date is January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date the Certificate of Merger are to be filed by the Florida Department of State and the Articles of Merger, with respect to the Montana Limited Liability Company, are to be filed with the Montana Secretary of State.

**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:

All issued and outstanding membership interests in each merging party will be converted for membership interests in the surviving party on the effective date of the merger such that the two members of each merging party will become members of the surviving party and the conversion will represent all equity, value and voting rights in each merging party for all equity, value and voting rights in the surviving party in equal shares to each of the two members. There will not be any other property, debt or cash exchanged.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are not

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