

LO8000061414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

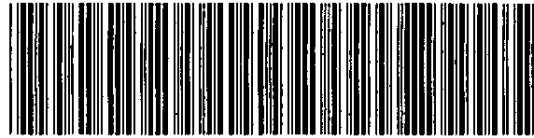
LO8-61414

(Document Number)

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07/09/08--01036--002 **82.50

~~07/09/08--01036--002 **82.50~~
06/27/08--01027--015 **130.00

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08 JUL -9 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 30, 2008

ALFRED P. DENOWITZ, P.A.
1391 SAWGRASS CORPORATE PARKWAY
SUNRISE, FL 33323

SUBJECT: PIROFSKY FAMILY INVESTMENTS, LLC
Ref. Number: L08000061414

We have received your document for PIROFSKY FAMILY INVESTMENTS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Enclosed

The filing fee is \$52.50 per Limited Partnership. The total for the merger would be \$212.50 including the certified copy. Therefore the balance due is \$82.50. Also note the LP under document #A96000000473 in the Certificate of Merger does not match our records.

corrected

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 108A00039011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pirofsky Family Investments, 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:

Alfred P. Denowitz, Esq.

(Contact Person)

Alfred P. Denowitz, P.A.

(Firm/Company)

1391 Sawgrass Corporate Parkway

(Address)

Sunrise, FL 33323

(City, State and Zip Code)

For further information concerning this matter, please call:

Alfred P. Denowitz, Esq. at (954) 472-5900

(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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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 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>
Pirofsky Family Partnership Ninth Street, Ltd.	Florida A96-413	Limited Partnership
Pirofsky Family Partnership Peters Road, Ltd.	Florida A96-473	Limited Partnership
Pirofsky Family Partnership Central Park I, Ltd.	Florida A96-415	Limited Partnership

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>
Pirofsky Family Investments, LLC	Florida L08-61414	Limited Liability Company

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:

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 entitles 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:

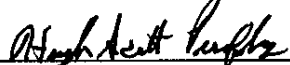
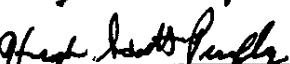
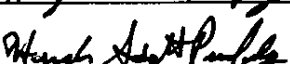
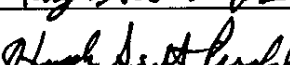
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
Pirofsky Family Partnership Ninth Street, Ltd.		H. Scott Pirofsky, GP
Pirofsky Family Partnership, Peters Road, Ltd.		H. Scott Pirofsky, GP
Pirofsky Family Partnership Central Park I, Ltd.		H. Scott Pirofsky, GP
Pirofsky Family Investments, LLC		H. Scott Pirofsky, Manager

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

Fees:

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

Certified Copy (optional): \$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>
Pirofsky Family Partnership Ninth Street, Ltd.	Florida	Limited Partnership
Pirofsky Family Partnership Peters Reed , Ltd.	Florida	Limited Partnership
Pirofsky Family Partnership Central Park I, Ltd.	Florida	Limited Partnership

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>
Pirofsky Family Investments, LLC	Florida	Limited Liability Company

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

On the effective date of the merger

- (a) the merging limited partnerships shall cease to exist as separate entities;
- (b) all property owned by the merging limited partnerships shall vest in the surviving organization;
- (c) all obligations of the merging limited partnerships shall become obligations of the surviving organization; and
- (d) except as provided by law, all of the rights, privileges, immunities, powers and purposes of the merging limited partnerships vest in the surviving organization.

(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:

The interests of the members of the surviving organization are identical to their respective interests in each of the merging limited partnerships.

(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:

Not applicable

(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:

The Plan of Merger set forth herein has received the consent of the general partner of each of the merging limited partnerships and has also received the consent of those limited partners who own a majority of the rights to receive distributions as limited partners of each merging limited partnership.

(Attach additional sheet if necessary)

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

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TALLAHASSEE FLORIDA

(Attach additional sheet if necessary)