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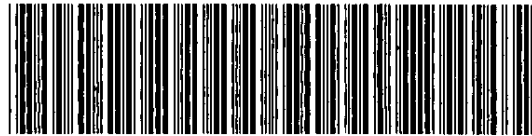
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. HAMPTON

JUL 28 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Malikovitz Properties, 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:

Joseph A. Cleves, Jr.

(Contact Person)

Deters, Benzinger & LaVelle, PSC

(Firm/Company)

3500 Carew Tower, 441 Vine Street

(Address)

Cincinnati, Ohio 45202-3007

(City, State and Zip Code)

For further information concerning this matter, please call:

Joseph A. Cleves, Jr.

(Name of Contact Person)

at ( 513 ) 639-7683

(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

CERTIFICATE OF MERGER OF  
**MALIKOVITZ PROPERTIES, LLC**  
a Kentucky limited liability company  
into  
**MALIKOVITZ PROPERTIES, LLC**  
a Florida limited liability company

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Pursuant to the provisions of the Florida Statutes Section 608.4382 and the Kentucky Revised Statutes ("KRS") Section 275.360, the undersigned Kentucky limited liability company hereby adopts and executes the following Certificate of Merger.

1. **Merging Parties.** The names of the constituent entities to the merger are Malikovitz Properties, LLC, a Kentucky limited liability company and Malikovitz Properties, LLC, a Florida limited liability company.

2. **Plan of Merger.** The attached Plan of Merger was approved by each Florida limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

3. **Statement of Authorization.** The attached Plan of Merger was duly authorized approved by the members of each Kentucky limited liability company that is a party to the merger in accordance with the applicable laws of KRS Section 275.350.


4. **Surviving Party.** The name of the surviving entity is Malikovitz Properties, LLC, a Florida limited liability company.

5. **Kentucky Service of Process.** The surviving entity agrees that it may be served process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of the Commonwealth of Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the merger. The surviving entity appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding. The Kentucky Secretary of State shall mail a copy of the process to Malikovitz Properties, LLC, 2260 Eastern Avenue, #602, Cincinnati, Ohio 45202-1866.

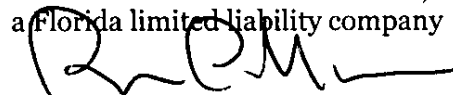
6. **Effective Date.** The merger shall be effective as of the moment of filing with the Florida Division of Corporations.

IN WITNESS WHEREOF, the undersigned limited liability company, through its member, has duly executed this Certificate of Merger as of this 22 day of July, 2008.

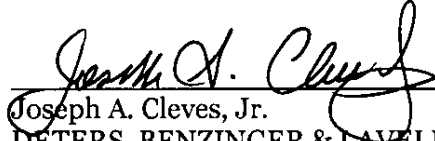
**MALIKOVITZ PROPERTIES, LLC,**  
a Kentucky limited liability company

  
\_\_\_\_\_  
Brion P. Moran, Member

**MALIKOVITZ PROPERTIES, LLC,**  
a Florida limited liability company

  
\_\_\_\_\_  
Brion P. Moran, Member

THIS INSTRUMENT PREPARED BY:

  
Joseph A. Cleves, Jr.  
DETERS, BENZINGER & LAVELLE, P.S.C.  
207 Thomas More Parkway  
Crestview Hills, Kentucky 41017  
(859) 341-1881

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

This Plan of Merger is entered into this 22<sup>nd</sup> day of July, 2008, between Malikovitz Properties, LLC, a Kentucky limited liability company ("Malikovitz Kentucky") and Malikovitz Properties, LLC, a Florida limited liability company ("Malikovitz Florida").

**-PREMISES-**

The members of Malikovitz Kentucky and Malikovitz Florida deem it in the best interest of the respective limited liability companies and their respective members that they engage in a statutory merger under laws of the State of Florida and the Commonwealth of Kentucky in which Malikovitz Kentucky merges with and into Malikovitz Florida pursuant to the terms and conditions set forth in this Plan of Merger:

**NOW, THEREFORE**, in consideration of the mutual promises and covenants, the parties agree to the terms and conditions of the merger as set forth:

**-AGREEMENT-**

**1. Merging Parties: Surviving Party.** Malikovitz Kentucky, which is a limited liability company in good standing under the laws of the Commonwealth of Kentucky, shall be merged with and into Malikovitz Florida, a limited liability company organized and in good standing under the laws of the State of Florida. As a result of the merger, limited liability for the members of Malikovitz Kentucky and Malikovitz Florida will be retained, pursuant to the terms of this Agreement and the laws of the State of Florida.

**2. Manner and Basis of Converting Interests and Rights to Acquire Interests.** The members of Malikovitz Kentucky and Malikovitz Florida are the same. Therefore, the members' ownership interests in Malikovitz Kentucky shall by virtue of the merger be cancelled and no cash or other property shall be delivered in exchange therefore. The ownership interests in Malikovitz Florida shall remain the same.

**3. Terms and Conditions of Proposed Merger.** Subject to the provisions contained herein, the Articles of Organization and the Operating Agreement of Malikovitz Florida in effect on the Effective Date (as hereinafter defined) of this Plan shall be its Articles of Organization and Operating Agreement from and after the Effective Date.

4. **Merger.** On the Effective Date, the separate existence of Malikovitz Kentucky shall cease (except insofar as continued by statute) and it shall be merged with and into Malikovitz Florida. The merger will have the legal effect as set forth in Chapter 608 of the 2007 Florida Statutes. Malikovitz Florida shall: (i) gain title to all real estate and other property owned by Malikovitz Kentucky without reversion or impairment; and (ii) be responsible and liable for all the liabilities and obligations of Malikovitz Kentucky. Furthermore, any claim existing or action or proceeding pending by or against Malikovitz Kentucky may be continued as if the merger did not occur or Malikovitz Florida may be substituted in the proceeding for Malikovitz Kentucky.

**5. Kentucky Service of Process.** The surviving entity agrees that it may be served process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any constituent business entity party to the merger that was organized under the

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laws of the Commonwealth of Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the merger. The surviving entity appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding. The Kentucky Secretary of State shall mail a copy of the process to Malikovitz Properties, LLC, 2260 Eastern Avenue, #602, Cincinnati, Ohio 45202-1866.

6. **Statement of Authorization.** The members of Malikovitz Kentucky and Malikovitz Florida have unanimously approved the merger in accordance with this Plan of Merger.

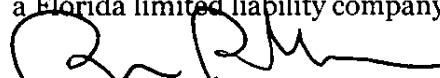
7. **Effective Date.** A Certificate of Merger evidencing the transactions contemplated herein shall be delivered to the Florida Division of Corporations and the Kentucky Secretary of State for filing. The merger shall be effective at the moment it is filed with the Florida Division of Corporations (such date and time being referred to as the Effective Date).

**IN WITNESS**, the members of the respective parties have duly executed this Agreement the day and year first above written.


**MALIKOVITZ PROPERTIES, LLC,**  
a Kentucky limited liability company

  
\_\_\_\_\_  
Brion P. Moran, Member

**MALIKOVITZ PROPERTIES, LLC,**  
a Florida limited liability company

  
\_\_\_\_\_  
Brion P. Moran, Member

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
Joseph A. Cleves, Jr.  
DETERS, BENZINGER & LAVELLE, P.S.C.  
207 Thomas More Parkway  
Crestview Hills, Kentucky 41017  
(859) 341-1881

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