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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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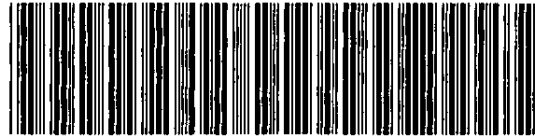
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

1/1/09

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08 DEC 30 PM 2:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. C. 12/31/2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lube Partners, 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:

John P. Martin

(Contact Person)

John P. Martin, P.A.

(Firm/Company)

401 S. Lincoln Avenue

(Address)

Clearwater, Florida 33756

(City, State and Zip Code)

For further information concerning this matter, please call:

John P. Martin

(Name of Contact Person)

at (727) 467-9470

(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>
Lube Partners, Inc.	Illinois	corporation

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>
Lube Partners, LLC	Florida	limited liability co

L08-101499

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:

11/1/09

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 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:



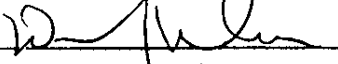

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
Lube Partners, Inc.		Darrel J. McClure
Lube Partners, Inc.		M. Diane McClure
Lube Partners, LLC		Darrel J. McClure
Lube Partners, LLC		M. Diane McClure

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

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>
Lube Partners, Inc.	Illinois	corporation
Lube Partners, LLC	Florida	limited liability co

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>
Lube Partners, LLC	Florida	limited liability co

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

see attached Agreement of Merger and Plan of Reorganization

(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 Agreement of Merger and Plan of Reorganization

(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 Agreement of Merger and Plan of Reorganization

(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 Agreement of Merger and Plan of Reorganization

(Attach additional sheet if necessary)

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

see attached Agreement of Merger and Plan of Reorganization

(Attach additional sheet if necessary)

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
LUBE PARTNERS, INC.
AN ILLINOIS CORPORATION
INTO
LUBE PARTNERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

THIS AGREEMENT of Merger and Plan of Reorganization is made this December __, 2008, by and between **LUBE PARTNERS, INC.** an Illinois corporation (the "Merging Corporation"), and **LUBE PARTNERS, LLC**, a Florida limited liability company (the "Surviving Company"). The Merging Corporation and Surviving Company are sometimes referred to in this Agreement as the "Constituent Entities."

WHEREAS, the principal place of business of the Surviving Company is in the State of Florida, located at 1582 Gulf Blvd, #1605, Clearwater, Florida, 33767. Its Registered Agent for service of process being Darrel J. McClure, whose address is 1582 Gulf Blvd, #1605, Clearwater, Florida, 33767.

WHEREAS, the principal place of business of the Merging Corporation is in the State of Illinois, located at 1313 ARTHUR BIRCH Boulevard, Jc60919 and its Registered Agent for service of process is L. Patrick Power, 956 N Fifth Ave., Kankakee, IL 60901.

WHEREAS, the authorized capital membership units of the Surviving Company consists of One Hundred (100) membership units at one dollar (\$1.00) per unit.

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders/Members who own all of the stock of the Surviving Company.

WHEREAS, the Directors of the Merging Corporation and Managers and Members of the Surviving Company deem it advisable and to the advantage of the Corporation and Company that the Merging Corporation be merged into the Surviving Company on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Merging Corporation and Surviving Company have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Merging Corporation and Surviving Company hereby agree that the Merging Corporation shall be merged with and into the Surviving Company, and the Merging Corporation and the Surviving Company shall be a single Company. The Surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders/Members and in the same proportion as the membership units of the Surviving Company, no additional units need be issued by the Surviving Company to reflect the ownership interest of the Members after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding membership units in the Surviving Company.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders/Members of the Constituent Entities in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective as of January 1, 2009.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Company have caused their respective corporate names to be signed to this Agreement, by the respective President and Manager who are duly authorized by the respective Boards of Directors of the Merging Corporation and the Members of the Surviving Company.

LUBE PARTNERS, INC., an Illinois corporation

By: 

Darrel J. McClure
As its: President

LUBE PARTNERS, LLC, a Florida limited liability
company

By: 

Darrel J. McClure
As its: Managing Member

By: 

M. Diane McClure
As its: Managing Member

This instrument was prepared by John P. Martin, Esquire, whose address is 401 S. Lincoln Avenue, Clearwater, Florida, 33756.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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