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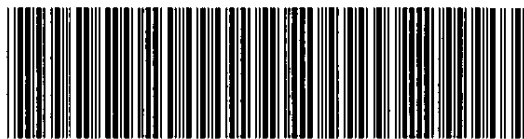
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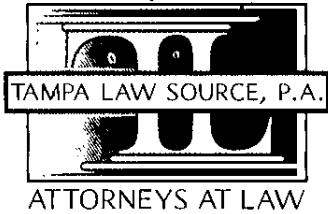
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T. HAMPTON

SEP - 8 2009

EXAMINER



BUSINESS ♦ HEALTHCARE ♦ COMMERCIAL LITIGATION ♦ BANKRUPTCY ♦ REAL ESTATE

September 1, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles/Plan of Merger of Three Ninja's, LLC and Three Ninja's Mergerco, Inc.;
Documents No. L09000019660 and L09000083699.

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger and the Plan of Merger of Three Ninja's, LLC with and into Three Ninja's Mergerco, Inc. Also enclosed in the filing fee of \$25.00 per merging party (total payment: \$50) made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at the address below. For further information concerning this matter, please contact me at the telephone number set forth below.

Very truly yours,

Daniel G. Musca

cc: Ms. Nicole Clark

Enclosures

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ARTICLES OF MERGER OF

THREE NINJA'S, LLC,
a Florida limited liability company,

and

THREE NINJA'S MERGERCO, LLC,
a Florida limited liability company

Pursuant to Florida Statutes Section 608.438, entitled "Merger of limited liability company," the undersigned limited liability companies adopt the following Articles of Merger:

1. The Plan of Merger ("**Plan of Merger**") attached hereto as **Exhibit A** was adopted by the sole Manager and sole member of Three Ninja's Mergerco, LLC, a Florida limited liability company (the "**Merged Company**") as of September 1, 2009, in accordance with the Merged Company's Articles of Organization and applicable law. The Plan of Merger was adopted by a majority of the Board of Managers and a majority of the members of Three Ninja's, LLC, a Florida limited liability company (the "**Surviving Company**"), as of September 1, 2009, in accordance with the Surviving Company's Articles of Organization and applicable law. The number of votes cast by the members of the Merged Company and the Surviving Company was sufficient for approval.

THREE NINJA'S MERGERCO, LLC

2. The Merged Company's Florida Document Number is L09000083699. The Surviving Company's Florida Document Number is L09000019660.

THREE NINJA'S, LLC

3. The Plan of Merger is on file at the office of the Surviving Company at the principal office address of 12719 Race Track Road, Tampa, Florida 33626. The Plan of Merger will be provided to each constituent limited liability company.

4. Pursuant to the Plan of Merger, the Merged Company shall be merged with and into the Surviving Company and the Surviving Company shall be the surviving limited liability company.

5. The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 608.

6. At the Effective Date and Time the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Company shall be merged with and into the Surviving Company (hereinafter, the "**Merger**").
- b. The Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Date and Time shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company until altered or amended as provided therein or by law.
- c. The currently issued and outstanding membership interests of the Merged Company issued and outstanding immediately prior to the Effective Date and Time shall be cancelled upon the Effective Date and Time of the Merger.
- d. The currently issued and outstanding membership interests of the Surviving Company


immediately prior to the Effective Date and Time of the Merger shall be cancelled and replaced with the following upon the Effective Date and Time of the Merger:

1. The One-Third (1/3) membership interest in the Surviving Company held by Nicole A. Clark immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred (100) membership interest units of the Surviving Company.
2. The One-Third (1/3) membership interest in the Surviving Company held by Ruben A. Acero immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred (100) membership interest units of the Surviving Company.
3. The One-Third (1/3) membership interest in the Surviving Company held by Hugo Villalba immediately prior to the Effective Date of the Merger shall be canceled and replaced with the right to receive from the Surviving Company an aggregate payment in the amount of Three Thousand Dollars (\$3,000), payable in three (3) annual installments of principal of One Thousand Dollars (\$1,000) each, with each of such payments being accompanied by payment of accrued interest at a rate of five percent (5%) per annum. The first such payment shall be made on the first anniversary date of the Effective Date of the Merger and the remaining such payments shall be made by the Surviving Company over the next two (2) anniversaries of the first payment date.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 1st day of September, 2009.


SURVIVING CORPORATION:

THREE NINJA'S, LLC

By: 
Nicole A. Clark, Its Manager

MERGED CORPORATION:

THREE NINJA'S MERGERCO, LLC

By: 
Nicole A. Clark, Its Manager

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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 1st day of September, 2009, is by and between Three Ninja's Mergerco, LLC, a Florida limited liability company (the "**Merged Company**"), and Three Ninja's, LLC, a Florida limited liability company (the "**Surviving Company**").

WITNESSETH:

WHEREAS, the Merged Company is a Florida limited liability company and currently has One Hundred (100) membership interest units issued and outstanding;

WHEREAS, the Surviving Company is a Florida limited liability company and currently has its membership interests owned as follows: one-third (1/3) Nicole A. Clark, one-third (1/3) Ruben D. Acero and one-third (1/3) Hugo Villalba;

WHEREAS, the sole Manager of the Merged Company deems it advisable and in the best interests of the Merged Company to merge with and into the Surviving Company pursuant to Florida Statutes Section 608.438, and the Board of Managers of the Surviving Company deems it advisable that the Surviving Company shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "**Merger**"); and

WHEREAS, this Plan of Merger was approved and adopted by the sole Manager and sole member of the Merged Company and by a majority of the Board of Managers and a majority of the members of the Surviving Company in the manner prescribed by Florida Statutes Chapter 608.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 608, the Merged Company shall be and hereby is merged with and into the Surviving Company, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the membership interests of the Merged Company and Surviving Company shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective; (i) the separate existence of the Merged Company shall cease, (ii) the Surviving Company shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Company shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Company, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Company shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, be shall

vest in the Surviving Company. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF ORGANIZATION OF SURVIVING COMPANY

The Articles of Organization of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE III

BOARD OF MANAGERS

OF SURVIVING COMPANY

The Board of Managers of the Surviving Company shall, upon the Merger becoming effective, be the following individuals until their successors are elected and qualified:

Board of Managers: Nicole A. Clark and Ruben A. Acero

ARTICLE IV

MANNER OF CONVERTING MEMBERSHIP INTERESTS

The currently issued and outstanding membership interest units of the Merged Company issued and outstanding immediately prior to the Effective Date shall be cancelled upon the Effective Date of the Merger. The currently issued and outstanding membership interests of the Surviving Company immediately prior to the Merger shall be cancelled and replaced with the following upon the Effective Date of the Merger:

1. The One-Third (1/3) membership interest in the Surviving Company held by Nicole A. Clark immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred (100) membership interest units of the Surviving Company.
2. The One-Third (1/3) membership interest in the Surviving Company held by Ruben A. Acero immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred (100) membership interest units of the Surviving Company.
3. The One-Third (1/3) membership interest in the Surviving Company held by Hugo Valbuena immediately prior to the Effective Date of the Merger shall be canceled and replaced with the right

to receive from the Surviving Company an aggregate payment in the amount of Three Thousand Dollars (\$3,000), payable in three (3) annual installments of principal of One Thousand Dollars (\$1,000) each, with each of such payments being accompanied by payment of accrued interest at a rate of five percent (5%) per annum. The first such payment shall be made on the first anniversary date of the Effective Date of the Merger and the remaining such payments shall be made by the Surviving Company over the next two (2) anniversaries of the first payment date.

ARTICLE V
APPROVAL OF MERGER


This Agreement and Plan of Merger has been approved by the Manager and sole member of the Merged Company and the Board of Managers and a majority of the members of the Surviving Company, as provided by Florida Statutes Section 608.4381, as of September 1, 2009.

ARTICLE VI
EFFECTIVE DATE OF MERGER


This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 608.

IN WITNESS WHEREOF, the Merged Company and the Surviving Company have signed this Agreement the day and year first above written.

THREE NINJA'S, LLC

By: 
Nicole A. Clark, Its Manager

THREE NINJA'S MERGERCO, LLC

By: 
Nicole A. Clark, Its Manager

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