

L09000028353

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Bay Road Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$92.50

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EXAMINER

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER

OF

1849 PURDY PARTNERS, LLC,
a Florida limited liability company

AND

PURDY PARTNERS, LLC,
a Florida limited liability company (collectively, the "Merging Entities"),

WITH AND INTO

BAY ROAD PARTNERS, LLC,
a Florida limited liability company (the "Surviving Entity")

The following Certificate of Merger (this "Certificate") is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

FIRST: The exact name, jurisdiction and entity type of the Merging Entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1849 Purdy Partners, LLC	Florida L08000023531	Limited Liability Company
Purdy Partners, LLC	Florida L07000027341	Limited Liability Company

SECOND: The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bay Road Partners, LLC	Florida L09000028353	Limited Liability Company

THIRD: Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entities and the Surviving Entity, the Merging Entities intend to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entities shall cease. The Surviving Entity is the surviving business entity in the

H10000259982 3

Merger. A copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference herein.

FOURTH: The Plan of Merger was duly approved and adopted by the Merging Entities in accordance with Section 608.4381 of the Act.

FIFTH: The Plan of Merger was duly approved and adopted by the Surviving Entity in accordance with Section 608.4381 of the Act.

SIXTH: The merger shall become effective as of the filing of this Certificate.

This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

(Signature page to follow)

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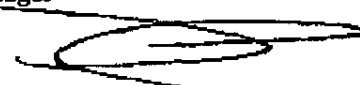
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IN WITNESS WHEREOF, the Merging Entities and the Surviving Entity have caused this Certificate to be signed this 7th day of December, 2010.

MERGING ENTITIES:

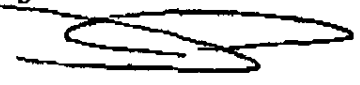
1849 PURDY PARTNERS, LLC,
a Florida limited liability company

By: Purdy Partners 1849 SRC, LLC,
Florida limited liability company, its
Manager

By: 
Scott Robins, sole member

PURDY PARTNERS, LLC,
a Florida limited liability company

By: Purdy Partners SRC, LLC, a Florida
limited liability company, its
Manager

By: 
Scott Robins, sole member

SURVIVING ENTITY:

BAY ROAD PARTNERS, LLC,
a Florida limited liability company

By: 
Scott Robins, Manager

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of 1849 PURDY PARTNERS, LLC, a Florida limited liability company, having a mailing address of 230 5th Street, Miami Beach, Florida 33139 ("1849"), and PURDY PARTNERS, LLC, a Florida limited liability company, having a mailing address of 230 5th Street, Miami Beach, Florida 33139 ("Purdy"), and collectively with 1849, the "Non-surviving Entities", with and into BAY ROAD PARTNERS, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 230 5th Street, Miami Beach, Florida 33139.

WHEREAS, the Non-surviving Entities and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entities will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entities. The name and jurisdiction of formation of the Non-surviving Entities are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
1849 PURDY PARTNERS, LLC	Florida
PURDY PARTNERS, LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
BAY ROAD PARTNERS, LLC	Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), at the "Effective Date," as hereinafter defined, the Non-surviving Entities shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-surviving Entities shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

H10000259982 3

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of the Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Date").

5. Treatment of Equity Interests.

(a) Each membership interest in 1849 existing immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in Purdy existing immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holders thereof, convert into a membership interest in the Surviving Entity in the same percentage as existed in Purdy immediately prior to the Merger.

(c) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Act.

7. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity, as amended, as in effect at the Effective Date shall be the articles of organization of the surviving business entity.

8. Compliance Agreement. The Non-surviving Entities shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

(Signature page to follow)

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the ____ day of _____, 2010.

NON-SURVIVING ENTITIES:

1849 PURDY PARTNERS, LLC,
a Florida limited liability company

By: Purdy Partners 1849 SRC, LLC, a
Florida limited liability company, a
Member

By: _____
Scott Robins, its sole Member

By: Purdy Partners 1849 PL, LLC, a
Florida limited liability company, a
Member

By: _____
Philip Levine, its sole Member

PURDY PARTNERS, LLC,
a Florida limited liability company

By: Purdy Partners SRC, LLC, a Florida
limited liability company, a Member

By: _____
Scott Robins, its sole Member

By: Purdy Partners PL, LLC, a Florida
limited liability company, a Member

By: _____
Philip Levine, its sole Member

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SURVIVING ENTITY:

BAY ROAD PARTNERS, LLC,
a Florida limited liability company

By: 1849 Purdy Partners, LLC, a Florida
limited liability company, a Member

By: Purdy Partners 1849 SRC,
LLC, a Florida limited
liability company, a Member

By: _____
Scott Robins, its sole
Member

By: Purdy Partners 1849 PL,
LLC, a Florida limited
liability company, a Member

By: _____
Philip Levine, its sole
Member

By: Purdy Partners, LLC, a Florida
limited liability company, a Member

By: Purdy Partners SRC, LLC, a
Florida limited liability
company, a Member

By: _____
Scott Robins, its sole
Member

By: Purdy Partners PL, LLC, a
Florida limited liability
company, a Member

By: _____
Philip Levine, its sole
Member

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