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SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CLIPPER HOLDINGS, 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:

FREDERIC BARTHE ESQ.

Contact Person

Firm/Company

ONE BROWARD BLVD. SUITE 700

Address

FORT LAUDERDALE, FL 33301

City, State and Zip Code

FMB@BARTHE-LEIGH.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

F. BARTHE

Name of Contact Person

at (954)

523-5555

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
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>
CLIPPER HOLDINGS, INC.	FLORIDA	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>
CLIPPER HOLDINGS, LLC.	FLORIDA	LLC

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.

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Two handwritten signatures in black ink, one to the left of the other, located at the bottom of the page.

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:

DATE OF FILING _____.

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:

NA

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: NA

Mailing address: NA

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:
<u>CLIPPER HOLDINGS, INC.</u>		<u>Serge Cozzolino</u>
<u>CLIPPER HOLDINGS, LLC.</u>		<u>Serge Cozzolino</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
CLIPPER HOLDINGS, INC.	FLORIDA	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>
CLIPPER HOLDINGS, LLC.	FLORIDA	LLC
_____	_____	_____

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

THE MERGER SHALL BE EFFECTIVE ON THE DATE OF FILING OF
THE CERTIFICATE OF MERGER. THE SURVIVING PARTY SHALL:
(1) TAKE OWNERSHIP OF ALL THE ASSETS OF THE MERGED PARTY; AND
(2) ASSUME ALL DEBTS AND LIABILITIES OF THE MERGED PARTY.

(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 MERGED PARTY HAVING 7,500 AUTHORIZED SHARES OF STOCK
AND THE SURVIVING PARTY HAVING 10,000 AUTHORIZED UNITS, EACH
SHARE OF THE MERGED PARTY SHALL BE EXCHANGED AND CONVERTED
INTO 1.1/3 UNIT OF THE SURVIVING PARTY.

(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:

THERE ARE NO OUTSTANDING OPTION OR RIGHTS TO ACQUIRE
ANY INTEREST(S), SHARES, OBLIGATIONS OR OTHER SECURITIES OF
THE MERGED PARTY. ALL CAPITAL SHARES OF THE MERGED PARTY
HAVE BEEN ISSUED.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NA

(Attach additional sheet if necessary)

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

NA

(Attach additional sheet if necessary)

