

L09000086240

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

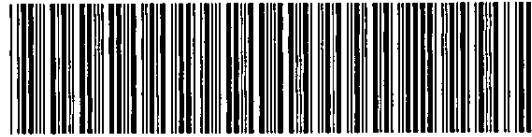
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/16/12--01003--001 **30.00

05/31/12--01003--002 **30.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 30 AM 8:29

MAY 31 2012
T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 4X HOUSE, 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:

Gary M. Singer

Contact Person

Law Firm of Gary M. Singer, PA

Firm/Company

4577 Nob Hill Road, Suite 206

Address

Sunrise, FL 33351

City, State and Zip Code

gary@garysingerlaw.com

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

For further information concerning this matter, please call:

Gary M. Singer

Name of Contact Person

at (954)

851-1448
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 MAY 30 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 2012

GARY M SINGER
LAW FIRM OF GARY M SINGER PA
4577 NOB HILL RD - STE 206
SUNRISE, FL 33351

SUBJECT: 4X HOUSE, LLC
Ref. Number: L09000086240

We have received your document for 4X HOUSE, LLC and check(s) totaling \$30.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$30.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist II

Letter Number: 512A00014430

**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>
4X HOUSE, LLC	Florida	LLC
G.P.M. OVERSEAS, INC.	Republic of Panama	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>
4X HOUSE, 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.

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:

February 15, 2012

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:

N/A

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:

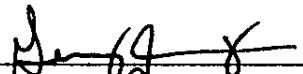
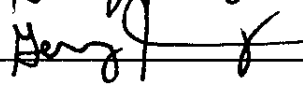
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:
4X HOUSE, LLC		Gary Singer, Trustee
G.P.M. OVERSEAS, INC.		Gary Singer, Trustee
_____	_____	_____
_____	_____	_____

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

Fees: 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

Certified Copy (optional): \$30.00

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>
4X HOUSE, LLC	Florida	LLC
G.P.M. OVERSEAS, INC.	Republic of Panama	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>
4X HOUSE, LLC	Florida	LLC

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

GPM will merge with and into 4X House. The legal existence of GPM shall cease upon merger into 4X House. The existence of 4X House shall remain unimpaired as the surviving party following the merger. On the Effective Date, the Articles of Organization and the Operating Agreements of 4X House shall continue to be the Articles of Organization and Operating Agreements of 4X House, as filed on or about September 9, 2009. 4X House shall continue to be managed by its existing Manager. The effective date of this merger shall be February 15, 2012.

(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:

Each Shareholder of GPM shall surrender its Capital Stock certificate(s) to
4X House. Upon surrender of the Capital Stock, the shareholders of GPM shall be
issued certificates for fully paid and nonassessable membership interests of 4X
House equal to 19.95% of the membership interest. GPM brings foreign real estate
rights and assets, and negative equity due to loss while operating a hotel project in
its original jurisdiction. 4X House already has long term exploitation rights over the
same assets that GPM has rights to. It is of the convenience of both companies to
merge because the shareholder of GPM and Member of 4X House are the same.

(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:

GPM has represented and warranted to 4X House that it has not entered into
any contract or agreement immediately before the Effective Date for the purchase
of any Capital Stock, interest or other right of GPM. GPM has represented and
and warranted to 4X House that it has not entered into any contract or agreement
immediately before the Effective Date, other than in the ordinary course of
GPM's business, that obligates GPM in any other way.

(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:

(Attach additional sheet if necessary)

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

The Plan of Merger has been approved by the members of 4X House
in accordance with the applicable provisions of chapter 608, Florida Statutes. The
Plan of Merger has been approved by the Shareholders of GPM in accordance
with the applicable laws of the Republic of Panama.

(Attach additional sheet if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 30 AM 8:29