

LOG 000099201

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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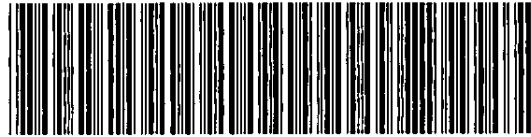
(Business Entity Name)

(Document Number)

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10/23/09--01001--019 **60.00

RECEIVED
09 OCT 22 PM 4:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 OCT 22 AM 10:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

OCT 23 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 10/22/09

REF. #: 0399.113301

CORP. NAME: 4123 CLARK ROAD, LLC (Survivor)

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DIVISION OF CORPORATIONS
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- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 532282 FOR \$ 60.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

FILED
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DIVISION OF CORPORATIONS
09 OCT 22 AM 10:36

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name, entity type and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PO2 6000369 22 Accent Distributing, Inc.	Florida	Corporation (S-Corp)
4123 Clark Road, LLC	Florida	LLC (S-Corp Election)

SECOND: The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
4123 Clark Road, LLC	Florida	LLC (S-Corp Election)



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: **N/A**

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: Signature(s) of each Party:

Name of Entity:	Signature(s):	Typed or Printed Name:
Accent Distributing, Inc.		KEVIN C. MILLARD
4123 Clark Road, LLC		KEVIN C. MILLARD

PLAN OF MERGER

FIRST: The exact name, entity type, and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Accenting Distributing, Inc.	Florida	Corporation (S-Corp)
4123 Clark Road, LLC	Florida	LLC (S-Corp Election)

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
4123 Clark Road, LLC	Florida	LLC (S-Corp Election)

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

Accent Distributing, Inc. shall be merged with 4123 Clark Road, LLC, with 4123 Clark Road, LLC being the surviving entity. Thereafter, all assets and liabilities of Accent Distributing, Inc. shall belong to and be the responsibility of 4123 Clark Road, LLC. Subsequent to this merger, all tax reporting requirements and filings shall utilize the EIN Number issued to 4123 Clark Road, LLC.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

All assets will be retitled into the name of the surviving entity, 4123 Clark Road, LLC; however, with respect to any real property owned by the merging entity, Accent Distributing, Inc., the proper documentation, including but not limited to filed Articles of Merger, shall be filed and recorded in each county where any such real property is located.

- B. The manner and basis of converting rights to acquire interests, shares, obligations, or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Kevin C. Millard
8317 Eagle Lake Drive
Sarasota, FL 34241

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A