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**MERGER OR SHARE EXCHANGE  
SUNSET PLAZA ENTERPRISES LLC**

Certificate of Status	0
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**A. LUNT**

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**EXAMINER**

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Section 608.438, Florida Statutes and Section 92A.200, Nevada Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sunset Plaza, LLC 5348 Las Vegas Drive Las Vegas, NV 89108	Nevada	limited liability company

**SECOND:** The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sunset Plaza Enterprises, LLC 1601 South Highland Avenue Suite A Clearwater, FL 33756	Florida	limited liability company

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by the merging party in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger meets the requirements of Chapter 92A, Nevada Statutes, and was approved by the members of the merging entity representing a majority of the interests in the profits and losses of the merging entity.

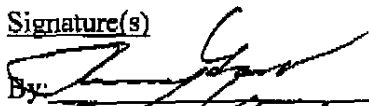
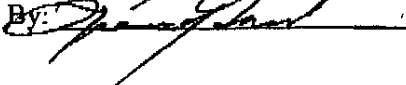
**FIFTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** Signatures for each party:

Name of Entity

Sunset Plaza, LLC  
Sunset Plaza Enterprises, LLC

Signature(s)

By:   
By: 

Typed or Printed  
Name of Individual

Thomas J. Gast, Member  
Thomas J. Gast, Managing  
Member

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**AGREEMENT AND PLAN OF MERGER OF  
SUNSET PLAZA, LLC, A NEVADA LIMITED LIABILITY COMPANY  
WITH AND INTO  
SUNSET PLAZA ENTERPRISES, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

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THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 30th day of November, 2009, by and between Sunset Plaza, LLC, a Nevada limited liability company ("Sunset Plaza") and Sunset Plaza Enterprises, LLC, a Florida limited liability company ("Sunset Plaza Enterprises").

**RECITALS**

WHEREAS, all of the Members of Sunset Plaza have resolved that Sunset Plaza be merged, pursuant to Section 608.438 of the Florida Statutes, with and into Sunset Plaza Enterprises, which limited liability company will be the Surviving Entity.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Members of Sunset Plaza hereby agree that Sunset Plaza, at the Effective Date (as hereinafter defined), shall be merged with and into Sunset Plaza Enterprises (the "Merger").
3. Effects of Merger.
  - 3.1 Certain Effects of Merger. On the Effective Date, the separate existence of Sunset Plaza shall cease and Sunset Plaza shall be merged with and into Sunset Plaza Enterprises which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of Sunset Plaza and all and singular, the rights, privileges, powers and franchises of Sunset Plaza, and all property, real, personal and mixed, and all debts due to Sunset Plaza on whatever account, and all other things in action or belonging to Sunset Plaza, shall be vested in Sunset Plaza Enterprises, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Sunset Plaza Enterprises as they were of Sunset Plaza, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in Sunset Plaza shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Sunset Plaza shall be preserved unimpaired, and all debts, liabilities and duties of Sunset Plaza shall thenceforth attach to Sunset Plaza Enterprises and may be enforced against Sunset Plaza Enterprises to the same

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extent as if said debts, liabilities and duties had been incurred or contracted by Sunset Plaza Enterprises. At any time, or from time to time, after the Effective Date, the Managing Member or the last Members of the Surviving Entity may, in the name of Sunset Plaza, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of Sunset Plaza's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Sunset Plaza Enterprises, LLC.

4.2 Articles of Organization. The Articles of Organization of Sunset Plaza Enterprises, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Sunset Plaza Enterprises, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Members' Interests; Capital Accounts. By virtue of the mutual identity of the members of Sunset Plaza and the Sunset Plaza Enterprises, no additional membership interests will be issued to the respective members of the merging entities. By virtue of the mutual identity of the members of Sunset Plaza and the Sunset Plaza Enterprises, the capital accounts of the members of Sunset Plaza will be assumed by and added to the respective capital accounts of the members of Sunset Plaza Enterprises.

6. Management of Surviving Entity. Management of the Surviving Entity is vested in the Managing Member. The name and business addresses of the Managing Member are:

Thomas J. Gast  
229 Pine Road  
Belleair, FL 33756

7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Member of Sunset Plaza or the Managing Member of Sunset Plaza Enterprises if the Members of Sunset Plaza or the Members of Sunset Plaza Enterprises duly adopt a resolution abandoning this Plan of Merger.

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7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Sunset Plaza, LLC, a Nevada limited liability company

Elizabeth Ann Donoran  
R. A. Hughes

By: [Signature]  
Thomas J. Gast, Managing Member

Sunset Plaza Enterprises, LLC, a Florida limited liability company

Elizabeth Ann Donoran  
R. A. Hughes

By: [Signature]  
Thomas J. Gast, Managing Member

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