

LO9000107927

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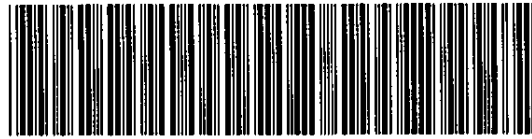
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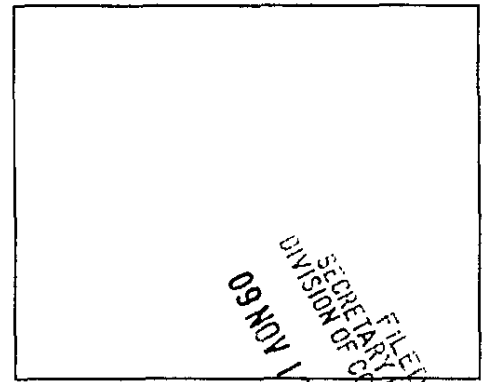
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WALK-IN

ENTITY NAME:

JJAM, LLC

CK# 4215

AMOUNT 50.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

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AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "*Agreement*") is made and entered into as of November 10, 2009, by and between JJAM L.L.C., a Michigan limited liability company ("*JJAM MI*") and JJAM I L.L.C., a Florida limited liability company ("*JJAM FL*") in accordance with the Michigan Limited Liability Company Act (the "*Michigan Act*") and the Florida Limited Liability Company Act (the "*Florida Act*").

JJAM MI and JJAM FL agree to and do hereby effect the merger of JJAM MI with and into JJAM FL (the "*Merger*") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT ENTITIES

- a. The name and state of organization of each of the constituent entities involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>State ID Number</u>	<u>Date of Formation</u>
JJAM L.L.C.	Michigan	D31324	10/13/09
JJAM I L.L.C.	Florida	L09000107927	11/9/09

- b. The surviving entity of the Merger (the "*Surviving Entity*") and its state of organization and state identification number is:

JJAM I L.L.C. Florida L09000107927

2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, JJAM MI will cease to exist separately, and will be merged with and into JJAM FL in accordance with the provisions of this Agreement and in accordance with the provisions of, and with the effect provided in, the Michigan Act and the Florida Act.
- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of JJAM FL prior to the consummation of the Merger.

3. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Bureau of Commercial Services, Corporation Division of the Michigan Department of Energy, Labor & Economic Growth, pursuant to and in accordance

with the Michigan Act, and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.

- b. The effective date of the Merger (the "*Effective Date*") shall be the date of filing of this Agreement.

4. ARTICLES OF ORGANIZATION

The Articles of Organization of JJAM FL shall be the Articles of Organization of the Surviving Entity. There shall be no changes to the Articles of Organization of the Surviving Entity.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of the sole member of JJAM MI and the sole member of JJAM FL in accordance with the appropriate provisions of the Michigan Act and the Florida Act. The plan and performance of the terms of this Agreement were duly authorized by all action required by the Michigan Act and the Florida Act and by the constituent documents of each of JJAM MI and JJAM FL.

The Surviving Entity will be responsible for all fees and franchise taxes.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at JJAM FL's principal place of business, the address of which is 721 First Avenue North, St. Petersburg, Florida 33701.

7. MERGER PERMITTED UNDER MICHIGAN LAW AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

8. TERMINATION AND AMENDMENT

This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual written consent of the sole member of JJAM MI and the sole member of JJAM FL. If this Agreement is terminated, then this Agreement shall become void and have no effect, and no party to this Agreement or any affiliate of any party to this Agreement shall have any liability to any other party to this Agreement or its members or affiliates in respect of this Agreement or the Merger. The sole member of JJAM MI and the sole member of JJAM FL may, by mutual written consent, amend this Agreement at any time prior to the Effective Date.

The undersigned have executed this Agreement, Plan and Certificate of Merger as of the date first written above.

JJAM L.L.C.,
a Michigan limited liability company

By: Vicky Wood Kvicala

Its: Vicky Wood Kvicala
Authorized Agent

JJAM I L.L.C., a Michigan limited liability company

By: Vicky Wood Kvicala

Its: Vicky Wood Kvicala
Authorized Agent