

L09000114018

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000164985 3)))



H110001649853ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
Fax Number : (813) 251-6711

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
LTF Investments LLC

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$58.75 |

2011 JUN 22 PM 6:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

11 JUN 22 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L09-113147

A. LUNT

JUN 23 2010

EXAMINER

Electronic Filing Menu Corporate Filing Menu Help

H11000164985

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), the undersigned limited liability companies hereby deliver this Certificate of Merger for the purposes of merging SME ST. PETERSBURG, LLC, a Florida limited liability company ("SME St. Petersburg"), into LTF INVESTMENTS, LLC, a Florida limited liability company, a Florida limited liability company ("LTF Investments").

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to this Certificate of Merger.
2. The Plan was approved by SME St. Petersburg and LTF Investments in accordance with the applicable provisions of the Act.
3. The merger shall become effective upon the filing of this Certificate of Merger.

SME ST. PETERSBURG, LLC,
a Florida limited liability company

By: 

Name: Steven M. Esrick

Title: Manager

Date: 1/1/2011

LTF INVESTMENTS, LLC,
a Florida limited liability company

By: SME ST. PETERSBURG, LLC,
a Florida limited liability company,
as Managing Member

By: 

Name: Steven M. Esrick

Title: Manager

Date: 1/1/2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN 22 PM 3:28

FILED

H11000164985

H11000164985

Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by SME ST. PETERSBURG, LLC, a Florida limited liability company ("SME St. Petersburg"), and LTF INVESTMENTS, LLC, a Florida limited liability company ("LTF Investments"), for the purpose of merging SME St. Petersburg into LTF Investments pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "Act"). LTF Investments is sometimes referred to herein as the "Surviving Entity".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), SME St. Petersburg will be merged with and into LTF Investments pursuant to the provisions of Section 608.438 of the Act (the "Merger"). As a result of the Merger, the separate existence of SME St. Petersburg will cease and LTF Investments, as the Surviving Entity, will be fully vested in the rights, privileges and assets of SME St. Petersburg, and will be responsible for the debts, liabilities and obligations of SME St. Petersburg.
2. Treatment of Membership Interests. The membership interests of LTF Investments issued and outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. The membership interests of SME St. Petersburg issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
3. Management of the Surviving Entity. Following the Merger, the Surviving Entity will be a manager-managed company (within the meaning of Section 608.402(19) of the Act, and Steven M. Esrick will be the sole manager of the Surviving Entity.
4. Effective Time. The Merger shall be effective when the Certificate of Merger is filed with the Florida Department of State (the "Effective Time").

#521904-v1

FILED

JUN 22 PM 3:25
CLERK OF COURT
STATE OF FLORIDA
TALLAHASSEE

H11000164985