

L10000039226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

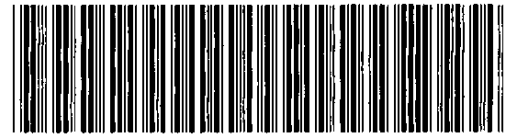
(Document Number)

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11 APR - 8 PM 4:00

T. HAMPTON
APR 11 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ULTRA BROS 2010 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:

MOSHE SCHWARTZ

Contact Person

ULTRA BROS 2010 LLC

Firm/Company

2875 NE 191 STREET- SUITE 201

Address

AVENTURA, FL 33180

City, State and Zip Code

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

For further information concerning this matter, please call:

MOSHE SCHWARTZ

Name of Contact Person

at (305)

466-4443
Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

(three certified copies are requested = \$90.00)

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

Fees: 11 merging LLCs, 1 surviving LLC = \$300.00

Certified copies (3) = \$ 90.00

Total enclosed: \$390.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

11 APR -8 PM 4

SECRETARY OF STATE
TALLAHASSEE, FL

April 4, 2011

MOSHE SCHWARTZ
ULTRA BROS 2010 LLC
2875 NE 191 ST - STE 201
AVENTURA, FL 33180

SUBJECT: ULTRA BROS 2010 LLC
Ref. Number: L10000039226

We have received your document for ULTRA BROS 2010 LLC and your check(s) totaling \$390.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain 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.

The plan of merger must contain 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.

Please return the corrected original and one copy of your document, along with 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 711A00008070

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies 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>
ULTRA 13286 LLC	Florida - 41-12976	Limited Liability Company
ULTRA 13525 LLC	Florida 41- 59387	Limited Liability Company
ULTRA 13825 LLC	Florida - 41- 44540	Limited Liability Company
ULTRA 13884 LLC	Florida - 41-50225	Limited Liability Company
ULTRA BROS 203 LLC	Florida - 41-56563	Limited Liability Company
ULTRA BROS 603 LLC	Florida 41- 92383	Limited Liability Company
ULTRA BROS 606 LLC	Florida 41- 59393	Limited Liability Company
ULTRA BROS 1132 LLC	Florida - 41- 169042	Limited Liability Company
ULTRA BROS 2005 LLC	Florida - 41- 62006	Limited Liability Company
ULTRA BROS 1211 LLC	Florida - 411- 15752	Limited Liability Company
ULTRA BROS 1235 LLC	Florida - 411- 1234	Limited Liability Company

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>
ULTRA BROS 2010 LLC	Florida	Limited Liability Company

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.

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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:

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:

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:

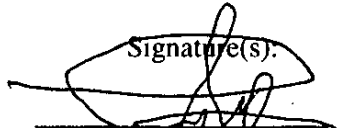
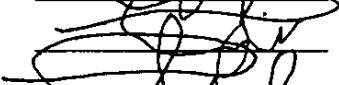


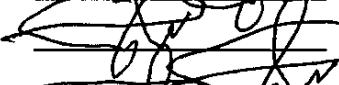
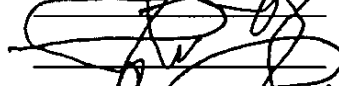
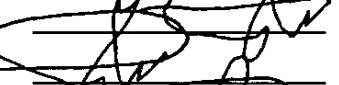


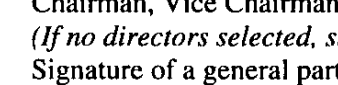
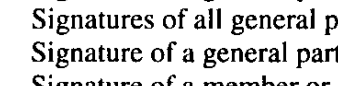
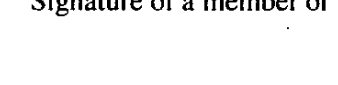
Street address:

Mailing address:

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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:
ULTRA 13286 LLC		Moshe Schwartz
ULTRA 13525 LLC		Moshe Schwartz
ULTRA 13825 LLC		Moshe Schwartz
ULTRA 13884 LLC		Moshe Schwartz
ULTRA BROS 203 LLC		Moshe Schwartz
ULTRA BROS 603 LLC		Moshe Schwartz
ULTRA BROS 606 LLC		Moshe Schwartz
ULTRA BROS 1132 LLC		Moshe Schwartz
ULTRA BROS 2005 LLC		Moshe Schwartz
ULTRA BROS 1211 LLC		Moshe Schwartz
ULTRA BROS 1235 LLC		Moshe Schwartz
ULTRA BROS 2010 LLC		Moshe Schwartz (Managing Member)

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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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>
ULTRA 13286 LLC	Florida	Limited Liability Company
ULTRA 13525 LLC	Florida	Limited Liability Company
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ULTRA BROS 203 LLC	Florida	Limited Liability Company
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ULTRA BROS 2005 LLC	Florida	Limited Liability Company
ULTRA BROS 1211 LLC	Florida	Limited Liability Company
ULTRA BROS 1235 LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follow

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ULTRA BROS 2010 LLC	Florida	Limited Liability Company

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

The assets and liabilities of each merging party, all of which are fully owned by the surviving party, are to be transferred, without liquidation proceedings, to the surviving part

(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:

The assets and liabilities of each merging party, all of which were 100% owned by the surviving party before the merger, are to be transferred, without liquidation proceedings, to the surviving party.

(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:

The assets and liabilities of each merging party, all of which were 100% owned by the surviving party before the merger, are to be transferred, without liquidation proceedings, to the surviving party.

There are no rights to acquire by any person other than the surviving party.

(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:

Not Applicable

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

DIVISION OF CORPORATE AFFAIRS
11 APR -8 PM 4:00