

L10000066707

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(Address)

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(City/State/Zip/Phone #)

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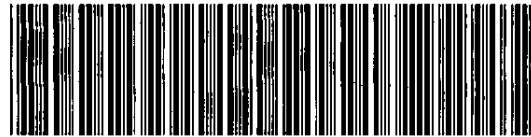
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** USA A/C, 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:

Jennifer M. Tenney, Esq.  
Contact Person

Woodward, Pires & Lombardo, PA  
Firm/Company

PO Box One  
Address

Marco Island, FL 34146  
City, State and Zip Code

naplesinvestors@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Tenney at ( 239 ) 394-5161  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**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

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted 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>
WAY TOO COOL, LLC	Florida	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>
USA A/C, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each limited liability company that is 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, county or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The date the merger is effective, under the governing laws of the surviving party is: the date of filing.

SIXTH: The surviving party is not a foreign organization.

SEVENTH: Other provision, if any, relating to the merger: N/A

EIGHTH: Signatures for Each Party:

**Merging Party:**

**WAY TOO COOL LLC, a Florida limited liability company**

By: 

Scott A. Lamp, Manager/ Sole Member

**Surviving Party:**

**USA A/C, LLC, a Florida limited liability company**

By: 

Scott A. Lamp, Manager/ Sole Member

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## PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
WAY TOO COOL, LLC	Florida	Limited Liability Company L09-84239

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

Name	Jurisdiction	Form/Entity Type
USA A/C, LLC	Florida	Limited Liability Company L1-66707

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

Upon approval of this Plan of Merger by the sole member of each party to the merger, a Certificate of Merger shall be signed by the sole member/manager of each party to the merger.

The merger shall occur on the date of filing the Certificate of Merger.

### 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 is as follows:

Scott A. Lamp is the sole member and manager of both the merging party and the surviving party. Scott A. Lamp holds 100% of the membership interest in both the merging party and surviving party, and will continue to hold a 100% interest in the surviving party. All interests, share, obligations and securities of the merged party shall be converted to or assigned to, and shall be interest, assets and liabilities of the surviving party.

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

The sole member of the surviving party, Scott A. Lamp, will continue to hold a 100% interest in and will continue to hold 100% of the rights to acquire all of the assets/obligations transferred to the surviving party as part of this merger.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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This plan of merger has been approved unanimously by all members of the parties to the merger.

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

The terms of the Articles of Organization and Operating Agreement of the surviving entity, USA A/C, LLC, survive the merger.

**Merging Party:**

**WAY TOO COOL LLC, a Florida limited liability company**

By: 

Scott A. Lamp, Manager/ Sole Member

**Surviving Party:**

**USA A/C, LLC, a Florida limited liability company**

By: 

Scott A. Lamp, Manager/ Sole Member

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