

L10000075568

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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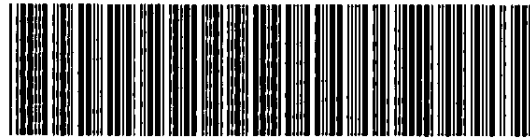
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 JUL 16 PM 15:35
BUREAU OF REVENUE
STATE OF FLORIDA

D. BRUCE

JUL 19 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: C. E. SYSTEMS, 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:

LARRY PASETTI

Contact Person

C. E. SYSTEMS, LLC

Firm/Company

2901 W BUSCH BLVD SUITE 900 C

Address

TAMPA, FL 33618-4575

City, State and Zip Code

larry@semper-inc.com

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 JUL 16 PM 2:35

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For further information concerning this matter, please call:

LARRY PASETTI

at (813) 386-3922

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

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
C. E. SYSTEMS, LLC	FLORIDA	LLC L10000075568
SEMPER ELECTRIC, LLC	FLORIDA	LLC L09000116176

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>
C. E. SYSTEMS, LLC	FLORIDA	LLC

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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10 JUL 16 PM 12:35
CLERK OF CIRCUIT COURT
JULIA M. S. WATKINS
CLERK OF CIRCUIT COURT
JULIA M. S. WATKINS

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:

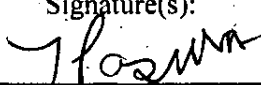

Street address: _____

Mailing address: _____

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DEPARTMENT OF
FLORIDA

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:
C. E. SYSTEMS, LLC		LARRY PASETTI
SEMPER ELECTRIC, LLC		LARRY PASETTI

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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10 JUL 16 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
C. E. SYSTEMS, LLC	FLORIDA	LLC
SEMPER ELECTRIC, LLC	FLORIDA	LLC

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>
C. E. SYSTEMS, LLC	FLORIDA	LLC

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

C. E. SYSTEMS, LLC takes over SEMPER ELECTRIC, LLC
and shall then be named SEMPER ELECTRIC, LLC while preserving the
following company identifying aspects of C. E. SYSTEMS, LLC
FEI number 421753837, Date Filed 01/23/2008 and Effective Date 01/22/2008.
Only under these conditions shall this merger conclude and become effective.

(Attach additional sheet if necessary)

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10 JUL 16 PM 39
CLERK OF DISTRICT COURT
FLORIDA

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:

ALL INTERESTS, SHARES, OBLIGATIONS AND OTHER SECURITIES OF
SEMPER ELECTRIC, LLC ARE TRANSFERED OVER IN ITS ENTIRETY AND
UNCONDITIONALLY TO C. E. SYSTEMS, LLC CONTINUING TO CONDUCT
ALL FURTHER BUSINESS AS SEMPER ELECTRIC, LLC

(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:

(Attach additional sheet if necessary)

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10 JUL 16 PM 2:35
CLERK OF DISTRICT COURT
JULIA A. SMITH
TALLAHASSEE, FLORIDA

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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10 JUL 16 PM 3:35
CLERK OF SUPERIOR COURT
CLERK OF SUPERIOR COURT

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