

L100000079461

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

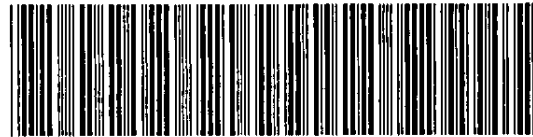
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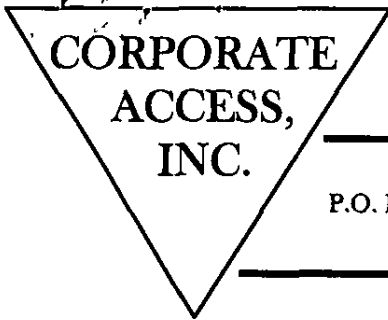
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07/30/12--01003--014 **110.00

EFFECTIVE DATE 08-01-12

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TALLAHASSEE, FLORIDA
12 JUL 30 AM 11:30
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EXAMINER



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LLC merger

1. Morgan Scott Investments, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

CERTIFICATE OF MERGER

This is the Certificate of Merger pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 608.438 of the Florida Statutes.

L10000079461

1. The entities involved are Morgan Scott Investments, LLC, a Florida Limited Liability Company, (the "Merged Entity") and Morgan Scott Holdings, LLC, a Delaware Limited Liability Company, (the "Surviving Entity").

2. An Agreement and Plan of Merger has been approved, adopted and executed by both the Merged Entity and the Surviving Entity in accordance with the laws of both the State of Florida and the State of Delaware.

3. Morgan Scott Holdings, LLC a Delaware Limited Liability Company, is the entity which shall survive and remain in existence after the merger.

4. No amendments or changes to the Certificate of Formation of the Surviving Entity are effected by this merger.

5. The merger shall be effective on August 1, 2012.

6. The Agreement and Plan of Merger between the Merged Entity and the Surviving Entity is on file at the principal offices of the Surviving Entity located at:

Morgan Scott Holdings, LLC
2890 NE 187 Street
Aventura, Florida 33180

7. The principal office of the Surviving Entity is:

Morgan Scott Holdings, LLC
2890 NE 187 Street
Aventura, Florida 33180

8. The Surviving Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in any proceeding in Florida to enforce obligations of the Merged Entity, including any appraisal rights which its members have under Sections 608.4351-608.43595 of the Florida Statutes.

9. The street address which the Secretary of State of the State of Florida may use for the purposes of FS 48.181 is:

2890 NE 187 Street
Aventura, Florida 33180

10. The Surviving Entity has agreed to pay all members with appraisal rights the amounts to which they are entitled under Sections 608.4351-608.43595 of the Florida Statutes

11. A copy of the Agreement and Plan of Merger between the Merged Entity and the Surviving Entity will be furnished to any member of the Surviving Entity or the Merged Entity upon request and without charge.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

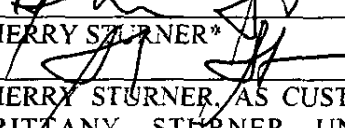
IN WITNESS WHEREOF, the undersigned, being all of the members and all of the officers/managers of both the Merged Entity and the Surviving Entity, have executed this Certificate of Merger this __ day of July, 2012, which execution constitutes adoption.

SURVIVING ENTITY:
MORGAN SCOTT HOLDINGS, LLC

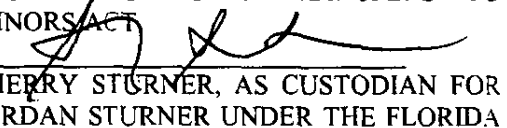
BY: 
SHERRY STURNER, PRESIDENT

MEMBERS


ANDREW STURNER*


SHERRY STURNER*

SHERRY STURNER, AS CUSTODIAN FOR
BRITTANY STURNER UNDER THE
FLORIDA UNIFORM TRANSFERS TO
MINORS ACT


SHERRY STURNER, AS CUSTODIAN FOR
JORDAN STURNER UNDER THE FLORIDA
UNIFORM TRANSFERS TO MINORS ACT

*Andrew Sturner and Sherry Sturner are signing individually and as tenants by the entireties, as their interests appear.

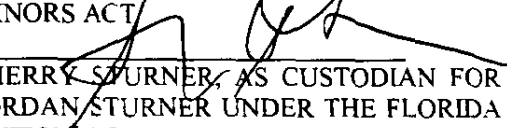
MERGED ENTITY:
MORGAN SCOTT INVESTMENTS, LLC

BY: 
SHERRY STURNER, SOLE MANAGER

MEMBERS


SHERRY STURNER

SHERRY STURNER, AS CUSTODIAN FOR
BRITTANY STURNER UNDER THE
FLORIDA UNIFORM TRANSFERS TO
MINORS ACT


SHERRY STURNER, AS CUSTODIAN FOR
JORDAN STURNER UNDER THE FLORIDA
UNIFORM TRANSFERS TO MINORS ACT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of the 1st day of August, 2012, is made by and between Morgan Scott Investments, LLC, a Florida Limited Liability Company (the "Merged Entity") and Morgan Scott Holdings, LLC, a Delaware Limited Liability Company, (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merged Entity is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware; and

WHEREAS, the parties desire that the Merged Entity be merged into the Surviving Entity, in accordance with Section 608.438 of the Florida Statutes and Section 18-209 of the Delaware Limited Liability Company Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. The Merger shall become effective on August 1, 2012 (the "Effective Date").
2. From and after the Effective Date, the existence of the Merged Entity shall cease, and the Surviving Entity shall continue its existence with all of the rights, powers, privileges, and immunities, and subject to the duties and liabilities of a limited liability company organized under the laws of the State of Delaware.
3. In accordance with the provisions of this Plan of Merger, and Section 608.438 of the Florida Statutes, on the Effective Date, the Merged Entity shall be merged into the Surviving Entity, the separate existence of the Merged Entity shall cease, and the Surviving Entity shall continue its existence under the laws of the State of Delaware under its present name. The name and address of the Surviving Entity are:

Morgan Scott Holdings, LLC
2890 NE 187 Street
Aventura, Florida 33180

4. Upon the Merger, each of the members of the Merged Entity shall receive interests in the Surviving Entity in proportion to their respective interests in the Merged Entity.

5. The Certificate of Formation of the Surviving Entity filed with Secretary of State of the State of Delaware (the "Certificate") and the Company Agreement of the Surviving Entity (the "Company Agreement") shall be the Certificate of Formation and Company Agreement for the Surviving Entity.

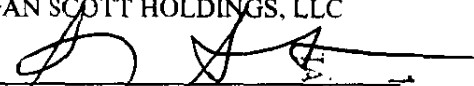
6. The Surviving Entity shall possess and retain every interest in all assets and properties of every description, wherever located, of the Merged Entity. The rights, privileges,

immunities, powers, franchises and authority, of a public as well as private nature, of the Merged Entity shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real and personal tangible or intangible property vested in the Merged Entity shall not, in any way, be impaired by reason of the Merger. All obligations belonging to or due to the Merged Entity shall be vested in the Surviving Entity without further act or deed.

7. The Surviving Entity shall be responsible for all claims against, and liabilities and obligations of the Merged Entity which exist on the Effective Date as if the Merger had never taken place, and the Surviving Entity may be substituted in place of the Merged Entity, and neither the rights of creditors of the Merged Entity, nor the liens against any of the property of the Merged Entity shall be impaired or extinguished by the Merger. The Surviving Entity shall execute, acknowledge and deliver all documents, and perform such other acts as may be necessary to comply with the obligations of the Merged Entity; *provided, however, this shall not require the Surviving Entity to expand or increase the liabilities of the Merged Entity, or expand or enhance the rights of creditors or lienholders of the Merged Entity beyond those which existed immediately prior to the Effective Date.*

8. The Surviving Entity acknowledges and represents that it has complied with all applicable provisions under the Delaware Limited Liability Company Act to effectuate the Merger. The Merged Entity acknowledges and represents that it has complied with all applicable provisions under the Florida Statutes to effectuate the Merger.

9. All of the Managers and Members of the Merged Entity, and all of the Members and officers of the Surviving Entity, whether or not otherwise entitled to vote, by their signatures hereon, join in the execution of this Plan of Merger to acknowledge their approval of and consent to such plan, which approval constitutes adoption.

SURVIVING ENTITY:
MORGAN SCOTT HOLDINGS, LLC
BY: 
SHERRY STURNER, PRESIDENT
MEMBERS:
ANDREW STURNER*
SHERRY STURNER*
SHERRY STURNER, AS CUSTODIAN FOR
BRITTANY STURNER UNDER THE
FLORIDA UNIFORM TRANSFERS TO
MINORS ACT
SHERRY STURNER, AS CUSTODIAN FOR
JORDAN STURNER UNDER THE FLORIDA
UNIFORM TRANSFERS TO MINORS ACT

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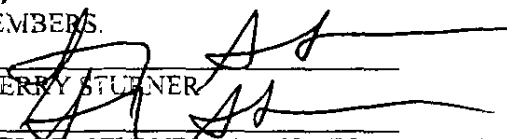
*Andrew Sturner and Sherry Sturner are signing individually and as tenants by the entireties, as their interests appear.

SIGNATURE OF MERGED ENTITY APPEARS ON FOLLOWING PAGE

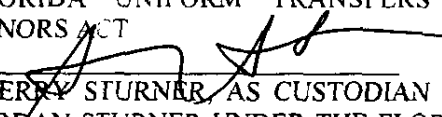
MERGED ENTITY:
MORGAN SCOTT INVESTMENTS, LLC

BY: 
SHERRY STURMER, SOLE MANAGER

MEMBERS.


SHERRY STURMER

SHERRY STURMER, AS CUSTODIAN FOR
BRITTANY STURMER UNDER THE
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