

L10000087144

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.

((H12000304266 3)))



H120003042663ABCV

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 : CORPORATE ACCESS, INC.
Account Number : FCA000000011
Phone : (850) 222-2666
Fax Number : (850) 222-1666

FILED
2012 DEC 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: tampa@thesalonpeople.com

MERGER OR SHARE EXCHANGE
BE. CREATIVE HOUSE EAST, LLC

Certificate of Status	0
Certified Copy	0
Page Count	13/16
Estimated Charge	\$50.00

RECEIVED
13 JAN -7 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

DOOR

1/7/12



December 31, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BE. CREATIVE HOUSE EAST, LLC
P.O. BOX 3260
ST. PETERSBURG, FL 33731

SUBJECT: BE. CREATIVE HOUSE EAST, LLC
REF: L10000087145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include Articles of Merger (as well as the plan of merger).

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000304266
Letter Number: 612A00030601

*Please file as of
the 30th.*

(((H12000304266 3)))

**CERTIFICATE OF MERGER
of**

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company,
with and into

FILED
2012 DEC 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE. CREATIVE HOUSE EAST, LLC.
a Florida limited liability company,
(Surviving Limited Liability Company)

The following Certificate of Merger is submitted to merge Be. Creative House West, LLC, a Florida limited liability company, with and into Be. Creative House, East, LLC, a Florida limited liability company, in accordance with section 608.4382, Florida Statutes.

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

Be. Creative House West, LLC, a Florida limited liability company

Be. Creative House East, LLC, a Florida limited liability company

SECOND: Be. Creative House East, LLC, a Florida limited liability company, is the surviving party.

THIRD: The attached Plan of Merger was authorized on the 28th day of December, 2012, by Be. Creative House West, LLC and Be. Creative House, LLC, pursuant to Chapter 608, Florida Statutes.

FOURTH: The Effective Date of the Plan of Merger is as of December 28, 2012, and was approved in accordance with the laws of the State of Florida.

SIXTH: The principal address of the surviving entity, Be. Creative House East, LLC, is 101 South Garland Avenue, Suite 202, Orlando, Florida 32801, and the mailing address is P. O. Box 3260, St. Petersburg, Florida 33731.

SEVENTH: The registered agent for service of process of the surviving entity, Be. Creative House, LLC, is Robert H. Willis, Jr., located at 259 Third Street North, St. Petersburg, Florida 33701.

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Certificate of Merger effective
as of the Effective Date.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: 
Carol Augusto, as Manager

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: _____
Jeffrey Lewis, as Manager

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Certificate of Merger effective as of the Effective Date.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: _____
Carol Augusto, as Manager

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: *Jeffrey Lewis*
Jeffrey Lewis, as Manager

(((H12000304266 3)))

(((H12000304266 3)))

PLAN OF MERGER

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company,
with and into

BE. CREATIVE HOUSE EAST, LLC,
a Florida limited liability company,
(Surviving Limited Liability Company)

(((H12000304266 3)))

(((H12000304266 3)))

PLAN OF MERGER

THIS PLAN OF MERGER (this "Agreement") is made and entered into as of December 28, 2012, ("**Effective Date**") between BE. CREATIVE HOUSE WEST, LLC, a Florida limited liability company (hereinafter referred to as "**BCHW**") organized under the laws of the State of Florida, with its main office located at 101 South Garland Avenue, Suite 202, Orange County, in the State of Florida 32801, and BE. CREATIVE HOUSE EAST, LLC, a Florida limited liability company (hereinafter referred to as "**BCHE**") organized under the laws of the State of Florida, with its main office located at 101 South Garland Avenue, Suite 202, Orange County, in the State of Florida 32801, each acting pursuant to resolutions of its Members, adopted by the vote of all its Members and Managers, pursuant to the authority given in accordance with the provisions of Section 608 Florida Statutes, witnesseth as follows:

FIRST

BCHW shall be merged into and BCHE.

SECOND

The name of the Surviving limited liability company shall be "**BE. CREATIVE HOUSE EAST, LLC**".

THIRD

The terms and conditions of the merger are as follows:

(a) The business of the Surviving limited liability company shall be to engage in the wholesale distribution of Bb Products.

(b) The business shall be conducted by the Surviving limited liability company at its main office which shall be located at 101 South Garland Avenue, Suite 202, Orange County, in the State of Florida 32801.

FOURTH

A. The manner and basis of converting the interests of each merged party into the interests of the surviving limited liability company, in whole or in part, into cash or property is as follows:

See Exhibit A

B. The manner and basis of converting rights to acquire the interests of each merged party into rights to acquire the interests of the surviving limited liability company, in whole or in part, into cash or other property is as follows:

(((H12000304266 3)))

(((H12000304266 3)))

See Exhibit A

FIFTH

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

See Exhibit B

SIXTH

The following named persons shall serve as the Board of Directors, Manager and Members of the Surviving limited liability company until the next annual meeting of the Members or until such time as their successors have been elected and have qualified:

Manager and President:

Jeffrey Lewis

Members:

Be. Creative Holdings, LLC

Neill Corporation

James K. Petrillo

Jeffrey Lewis

(((H12000304266 3)))

(((H12000304266 3)))

SEVENTH

The Surviving limited liability company name(s) and address(es) of the manager(s), and members are as follows:

Jeffrey Lewis, as Manager and Member
101 South Garland Avenue, Suite 202
Orlando, FL 32801

Be. Creative Holdings, LLC, as Member
a Florida limited liability company
424 East Central Boulevard, Suite 134
Orlando, FL 32801

Neill Corporation, as Member
a Louisiana corporation
300 South Pine Street
Hammond, Louisiana 70403

James K. Petrillo, as Member
235 Third Street South, Suite 102
St. Petersburg, FL 33701

Carol Augusto, as Member
424 East Central Boulevard, Suite 134
Orlando, FL 32801

WITNESS the signatures and seals of said constituents as of the Effective Date, each hereunto set by its President or a Vice President and attested by its Secretary pursuant to a resolution of its Members, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Members and Manager.

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of the Effective Date first above written.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: Carol Augusto
Carol Augusto, as President
and Manager

Attest: _____
Jeffrey Lewis, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE WEST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

Carol Augusto
CAROL AUGUSTO

JEFFREY LEWIS

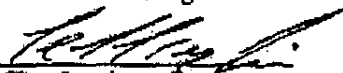
(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of
the Effective Date first above written.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: _____
Carol Augusto, as President
and Manager

Attest: 
Jeffrey Lewis, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE WEST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: 
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO


JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of the Effective Date first above written.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: _____
Carol Augusto, as President
and Manager

Attest: _____
Jeffrey Lewis, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE WEST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: Edwin H. Neill, III
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO

JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of the Effective Date first above written.

BE. CREATIVE HOUSE WEST, LLC
a Florida limited liability company

By: _____
Carol Augusto, as President
and Manager

Attest: _____
Jeffrey Lewis, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE WEST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO

JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of
the Effective Date first above written.

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: Jeffrey Lewis
Jeffrey Lewis, as President
and Manager

Attest: _____
Carol Augusto, as Secretary

**MEMBERS OF
BE. CREATIVE HOUSE EAST, LLC:**

BE. CREATIVE HOLDINGS, INC.

By: Jeffrey Lewis
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO

Jeffrey Lewis
JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of
the Effective Date first above written.

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: _____
Jeffrey Lewis, as President
and Manager

Attest: Carol Augusto
Carol Augusto, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE EAST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

Carol Augusto
CAROL AUGUSTO

JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of the Effective Date first above written.

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: _____
Jeffrey Lewis, as President
and Manager

Attest: _____
Carol Augusto, as Secretary

**MEMBERS OF
BE. CREATIVE HOUSE EAST, LLC:**

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: Edwin H. Neill, III
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO

JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

IN WITNESS WHEREOF, the undersigned execute this Plan of Merger as of
the Effective Date first above written.

BE. CREATIVE HOUSE EAST, LLC
a Florida limited liability company

By: _____
Jeffrey Lewis, as President
and Manager

Attest: _____
Carol Augusto, as Secretary

MEMBERS OF
BE. CREATIVE HOUSE EAST, LLC:

BE. CREATIVE HOLDINGS, INC.

By: _____
Jeffrey Lewis, as Manager

NEILL CORPORATION

By: _____
Edwin H. Neill, III, as CEO

JAMES K. PETRILLO

CAROL AUGUSTO

JEFFREY LEWIS

(((H12000304266 3)))

(((H12000304266 3)))

EXHIBIT A

The manner and basis of converting the interests of each merged party into the interests of the surviving limited liability company, in whole or in part, into cash or property is as follows:

Immediately prior to the Effective Date, the membership interests of BCHW and BCHE are identical, so that each Member of BCHW has the same Membership Interest percentage and capital account in BCHW as such Member has in BCHE. Thus, effective immediately and automatically on the Effective Date, the Membership Interests of BCHW will convert into the identical Membership Interests of the surviving entity.

There are no outstanding rights to acquire Membership Interests in either BCHE or BCHW.

EXHIBIT B

There are no statements that are required by the laws under which each other business entity is formed, organized or incorporated, other than those set forth herein.

(((H12000304266 3)))