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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

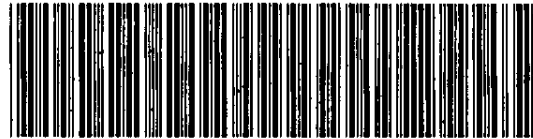
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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02/26/18--01028--016 \*\*80.00

FILED  
2018 FEB 26 AM 10:02  
SECRETARY OF STATE  
ALABAMA

Merger/CC

FEB 27 2018  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FIT FOOD EXPRESS, 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:

DEAN PAGNI

\_\_\_\_\_  
Contact Person

FIT FOOD EXPRESS, LLC

\_\_\_\_\_  
Firm/Company

4822 PALO VERDE DRIVE

\_\_\_\_\_  
Address

BOYNTON BEACH, FL 33436

\_\_\_\_\_  
City, State and Zip Code

PAGNI@BELLSOUTH.NET

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

For further information concerning this matter, please call:

DEAN PAGNI at ( 954 ) 649-8363

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

CR2E080 (2/14)

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
PURE ENERGY JUICE BAR CAFE, LLC	PALM BEACH COUNTY, FL	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>
FIT FOOD EXPRESS, LLC	PALM BEACH COUNTY, FL	LLC
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED  
2018 FEB 25 AM 10:02  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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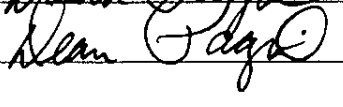
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

January 1, 2018

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FIT FOOD EXPRESS ,LLC		DEAN PAGNI
PURE ENERGY JUICE BAR, LLC		DEAN PAGNI

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 an authorized person

<b>Fees:</b>	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	<b>Certified Copy (optional):</b>	\$30.00

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of January 1, 2018 by and between Pure Energy Juice Bar Café, LLC, a Florida limited liability company (the "Merging Entity"), and Fit Food Express, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I**

#### **The Merger**

At the Effective Date (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Company**

At the Effective Date, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity.

At the Effective Date, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

At the Effective Date, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

### **ARTICLE III**

#### **Manner and Basis of Converting Membership Units**

At the Effective Date, (i) all of the outstanding membership units of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional units or membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership units of the Surviving Entity shall remain outstanding, and the members of the Surviving Entity shall continue to own the same number of units or membership interests of the Surviving Entity as immediately prior to the Effective Date.

**ARTICLE IV**

**Approval**

The Merger contemplated by this Plan has previously been submitted to and approved by the respective members of the Merging Entity and the Surviving Entity. The proper members of the Merging Entity and the Surviving Entity shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents necessary or proper to render the Merger effective.

**ARTICLE V**

**Effect of Merger**

At the Effective Date, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

**ARTICLE VI**

**Effective Date**

As used in this Plan, the term "Effective Date" shall mean January 1, 2018.

[Signature (s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan to be effective as of the Effective Date.

**MERGING ENTITY:**

Pure Energy Juice Bar Cafe, L.L.C.  
a Florida limited liability company

By: 

Name: Dean Pagni

Title: Managing Member

By: 

Name: Marilyn Pagni

Title: member

**SURVIVING ENTITY:**

Fit Food Express, LLC  
A Florida limited liability company

By: 

Name: Dean Pagni

Title: Managing Member

By: 

Name: Marilyn Pagni

Title: member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



IN WITNESS WHEREOF, the undersigned have executed this Plan to be effective as of the Effective Date.

**MERGING ENTITY:**

Pure Energy Juice Bar Cafe, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SURVIVING ENTITY:**

Fit Food Express, LLC  
A Florida limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed this Plan to be effective as of the Effective Date.

**MERGING ENTITY:**

Pure Energy Juice Bar Cafe, LLC,  
a Florida limited liability company

By: Donald R Rhoads

Name: Donald R Rhoads

Title: Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SURVIVING ENTITY:**

Fit Food Express, LLC  
A Florida limited liability company

By: Donald R Rhoads

Name: Donald R. Rhoads

Title: Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_