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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

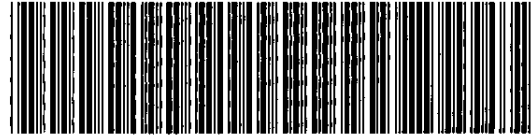
(Document Number)

Certified Copies _____

Certificates of Status _____

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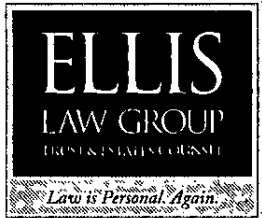


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FILED
11 MAY 26 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN
MAY 27 2011
EXAMINER



Seth E. Ellis

*J.L.M. in Estate Planning
Also Admitted in Massachusetts*

Andrea C. D'Addario

Lenora J. Fowler
J.L.M. in Taxation

George R. Freund III
*Also Admitted in New York
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Boca Raton
4755 Technology Way, Suite 205
Boca Raton, Florida 33431
561.910.7500 phone
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305.760.8899

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866.988.0075

Ellis-Law.com

May 17, 2011

PERSONAL AND CONFIDENTIAL

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

**RE: CERTIFICATE OF MERGER – SUGLIA INVESTMENTS, LLC and
SUGLIA INVESTMENTS I, LLC
Our File No: 07-044.06**

Dear Sir or Madam:

Enclosed for filing please find the original Certificate of Merger for the above-referenced matter. Also enclosed please find our firm's check in the amount of \$50.00 which represents your filing fees.

We kindly request that the acknowledgement of this filing be mailed to the following address:

Seth E. Ellis, Esq.
Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Should you have any questions, please do not hesitate to contact our office at your convenience.

Very truly yours,

ELLIS LAW GROUP, P.L.

Seth E. Ellis, Esq.
SEE/hg

Enclosures

s:\work\matters\07-044.06\docs\letter to fl div of corp encls cert of merger for filing.docx

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUGLIA INVESTMENTS I, 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:

SETH E. ELLIS, ESQ.

Contact Person

ELLIS LAW GROUP, P.L.

Firm/Company

4755 TECHNOLOGY WAY SUITE 205

Address

BOCA RATON FL 33431

City, State and Zip Code

seth@ellis-law.com

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

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11 MAY 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

SETH E. ELLIS, ESQ.

Name of Contact Person

at (561)

910-7500

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**

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TALLAHASSEE, FLORIDA

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>
SUGLIA INVESTMENTS, LLC	Connecticut	LLC
SUGLIA INVESTMENTS I, 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>
SUGLIA INVESTMENTS I, 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.

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: _____

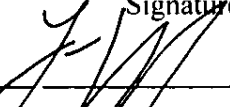
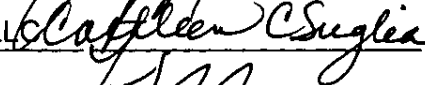
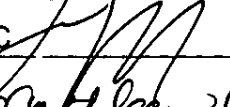

Mailing address: _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, 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:
SUGLIA INVESTMENTS, LLC		LOUIS M. SUGLIA
SUGLIA INVESTMENTS, LLC		CATHLEEN C. SUGLIA
SUGLIA INVESTMENTS I, LLC		LOUIS M. SUGLIA
SUGLIA INVESTMENTS I, LLC		CATHLEEN C. SUGLIA

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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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SUGLIA INVESTMENTS, LLC	Connecticut	LLC
SUGLIA INVESTMENTS I, 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>
SUGLIA INVESTMENTS I, LLC	Florida	LLC

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

See Attached Plan Of Merger

(Attach additional sheet if necessary)

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11 MAY 26 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, 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:

See Attached Plan Of Merger

(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:

See Attached Plan Of Merger

(Attach additional sheet if necessary)

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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:

See Attached Plan Of Merger

(Attach additional sheet if necessary)

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

See Attached Plan Of Merger

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
SUGLIA INVESTMENTS, LLC, a Connecticut Limited Liability Company
AND
SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company
INTO
SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company**

The terms and conditions of the merger are:

1. SUGLIA INVESTMENTS, LLC, a Connecticut Limited Liability Company (the "Merging Company") is merging into SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company (the "Surviving Company").
2. Each member of the Merging Company will receive an identical percentage of membership interest in the Surviving Company as that member held in the Merging Company immediately preceding the effective date of this Plan of Merger.
3. Each member of the Surviving Company will continue to hold an identical percentage of membership interest in the Surviving Company as that member held in the Surviving Company immediately preceding the effective date of this Plan of Merger.
4. All rights of the Merging Company and the Surviving Company shall be governed by the Operating Agreement of the Merging Company and Florida Statutes.
5. The Articles of Organization of the Surviving Company and the Operating Agreement of the Merging Company in effect immediately prior to the Effective Date of this Plan of Merger without any amendments thereto shall be the Articles of Organization and the Operating Agreement of the Surviving Company.
6. The membership interests of the Merging Company will be terminated upon effectuation of this Plan of Merger.
7. This Plan of Merger complies with the Florida Limited Liability Company Act, is permitted under Florida Law and has been approved by the Surviving Company in compliance with Florida Law.
8. This Plan of Merger complies with the Connecticut Limited Liability Company Act, is permitted under Connecticut Law and has been approved by the Merging Company in compliance with Connecticut Law.
9. Pursuant to Florida Statute 608.455, all Members and Managers of the Merging Company and the Surviving Company hereby waive the notification requirement as stated in Florida Statute 698.4381, as well as any notification requirement extent under Connecticut Law.

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TALLAHASSEE, FLORIDA

10. The Surviving Company has agreed to pay any Members with appraisal rights the amount to which such Members are entitled to under Florida Statutes 608.4351 through 608.43595.
11. This Plan of Merger is duly authorized and approved by the Merging Company and the Surviving Company in accordance with the provisions of Connecticut Statute Chapter 613 Section 34-194, the provisions of Florida Statute Chapter 608, and in accordance with the applicable organizational documents of both the Merging Company and the Surviving Company.
12. This Plan of Merger is on file at the place of business of the Surviving Company, whose address is c/o Ellis & Goldberg P.L., 4775 Technology Way, Suite 205, Boca Raton, FL 33431.
13. A copy of this Plan of Merger will be furnished by the Surviving Company on request and without any cost to any person holding an interest in any Limited Liability Company that is a party to this Plan of Merger.
14. The Surviving Company hereby agrees that it may be served with process in Connecticut in any proceeding for the enforcement of any obligation of the Merging Company, as well as for enforcement of any obligation of the Surviving Company, and irrevocably appoints the Connecticut Secretary of State as its agent for service of process in any such proceedings, and the Connecticut Secretary of State shall mail any copy of the process to the Surviving Company, whose address c/o Ellis & Goldberg P.L., 4775 Technology Way, Suite 205, Boca Raton, FL 33431.
15. This Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument.
16. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.
17. Any term or provision of this Plan of Merger which is invalid or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Plan of Merger or affecting the validity or enforceability of any terms or provisions of this Plan of Merger in any other jurisdiction. If any provision of this Plan of Merger is so broad as to be unenforceable, the provision shall be interpreted to be only so broad as is enforceable.
18. The effective date of the Merger shall be April 15, 2011, ~~2010~~.

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CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011, ~~2010~~.

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connecticut
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


AMANDA ROSENBERG, MEMBER

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TALLAHASSEE, FLORIDA

SURVIVING COMPANY:

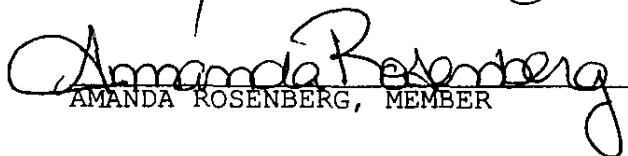
SUGLIA INVESTMENTS I, LLC, a Florida
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


AMANDA ROSENBERG, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011 ~~2010~~.

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connecticut Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


ALFRED SUGLIA, MEMBER

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FLORIDA

SURVIVING COMPANY:

SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


ALFRED SUGLIA, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011 / 2010.

MERGING COMPANY:

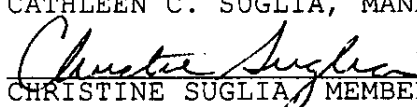
SUGLIA INVESTMENTS, LLC, a Connecticut
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


CHRISTINE SUGLIA, MEMBER

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ALLAHASSEE, FLORIDA

SURVIVING COMPANY:

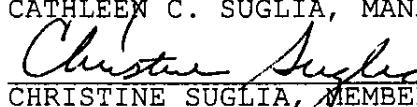
SUGLIA INVESTMENTS I, LLC, a Florida
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


CHRISTINE SUGLIA, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of ~~January 15, 2010~~ April 15, 2010.

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connecticut Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


KENNETH SUGLIA, MEMBER


Rosenberg

SURVIVING COMPANY:

SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


KENNETH SUGLIA, MEMBER


Rosenberg

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11 MAY 29 PM 2:24
TALLAHASSEE
SECRETARY OF STATE

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011, -2010.

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connected
Limited Liability Company

By: [Signature]
LOUIS M. SUGLIA, MANAGER

By: [Signature]
CATHLEEN C. SUGLIA, MANAGER

[Signature]
PHILIP SUGLIA, MEMBER

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TALLAHASSEE, FLORIDA

SURVIVING COMPANY:

SUGLIA INVESTMENTS I, LLC, a Florida
Limited Liability Company

By: [Signature]
LOUIS M. SUGLIA, MANAGER

By: [Signature]
CATHLEEN C. SUGLIA, MANAGER

[Signature]
PHILIP SUGLIA, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011, -2010-

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connecticut
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


JONATHAN SUGLIA, MEMBER

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TALLAHASSEE, FLORIDA

SURVIVING COMPANY:

SUGLIA INVESTMENTS I, LLC, a Florida
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


JONATHAN SUGLIA, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011 2010.

MERGING COMPANY:

SUGLIA INVESTMENTS, LLC, a Connecticut Limited Liability Company

By: [Signature]
LOUIS M. SUGLIA, MANAGER

By: Cathleen C. Suglia
CATHLEEN C. SUGLIA, MANAGER

[Signature]
STEPHEN SUGLIA, MEMBER

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TALLAHASSEE, FLORIDA

SURVIVING COMPANY:

SUGLIA INVESTMENTS I, LLC, a Florida Limited Liability Company

By: [Signature]
LOUIS M. SUGLIA, MANAGER

By: Cathleen C. Suglia
CATHLEEN C. SUGLIA, MANAGER

[Signature]
STEPHEN SUGLIA, MEMBER

IN WITNESS WHEREOF, this Plan of Merger is hereby authorized and approved by all Managers and all Members of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of April 15, 2011, ~~2010~~.

MERGING COMPANY:


SUGLIA INVESTMENTS, LLC, a Connecticut
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


STEPHEN SUGLIA, as natural guardian
of JULIA SUGLIA, MEMBER

SURVIVING COMPANY:

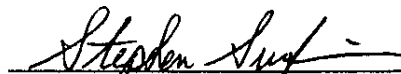
SUGLIA INVESTMENTS I, LLC, a Florida
Limited Liability Company

By: 

LOUIS M. SUGLIA, MANAGER

By: 

CATHLEEN C. SUGLIA, MANAGER


STEPHEN SUGLIA, as natural guardian
of JULIA SUGLIA, MEMBER

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TALLAHASSEE, FLORIDA