

OCT-21-2011 09:10
Division of CorporationsP.01
Page 1 of 1**L11000094118**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.

(((H11000253559 3)))



H110002535593ABC+

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 : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813)273-4229
Fax Number : (813)273-4396

2011 OCT 21 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

Email Address: flartampa@macfar.comMERGER OR SHARE EXCHANGE
MJIA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$77.50

C. LEWIS

OCT 24 2011

EXAMINER

RECEIVED

11 OCT 21 AM 7:30

TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

OCT-21-2011 09:10

FILED^{P:02}

(((H11000253559 3)))

2011 OCT-21 AM 7:49

**CERTIFICATE OF MERGER
OF
MJJA, LTD.
INTO
MJJA, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Section 608.4382, Florida Statute:

FIRST: The name and jurisdiction of the surviving limited liability company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MJJA, LLC	Florida	L11000094118

SECOND: The name and jurisdiction of the merging party is:

<u>Name</u>	<u>Jurisdiction and Entity Type</u>	<u>Document Number</u>
MJJA, LTD.	Texas Limited Partnership	10464010

THIRD: The Agreement and Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

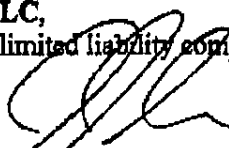
FIFTH: The Agreement and Plan of Merger was adopted by the members of the surviving limited liability company on October 20, 2011.

SIXTH: The Agreement and Plan of Merger was adopted by the partners of the merging party on October 20, 2011.

IN WITNESS WHEREOF, the parties hereto have caused these Certificate of Merger to be signed by each of their respective Manager and General Partner this 20th day of October, 2011.

SURVIVING ENTITY:

MJJA, LLC,
a Florida limited liability company

By: 
Christopher C. Lykes, Manager

MERGING ENTITY:

MJJA, LTD.,
a Texas limited partnership

By its General Partner:

Christopher Lykes, Inc.

By: 
Christopher C. Lykes, President

(((H11000253559 3)))

OCT-21-2011 09:11

(((H11000253559 3)))

**AGREEMENT AND PLAN OF MERGER
OF
MJJA, LTD.
INTO
MJJA, LLC**

FILED P.03
2011 OCT 21 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Now on this 20th day of October, 2011, MJJA, Ltd., a Texas limited Partnership ("MJJA, Ltd."), and MJJA, LLC a Florida limited liability company ("MJJA, LLC"), pursuant to the Texas Business Organizations Code and the Florida Statutes, have entered into the following Agreement and Plan of Merger (the "Agreement"):

WITNESSETH:

WHEREAS, the General Partner of MJJA, Ltd. and the Voting Member of MJJA, LLC deem it advisable that MJJA, Ltd. merge into MJJA, LLC (the "Merger") as hereinafter specified; and

WHEREAS, MJJA, Ltd. filed its Certificate of Limited Partnership in the office of the Secretary of State of Texas and was duly formed on December 31, 1997. MJJA, Ltd.'s partnership interests are as follows:

General Partner:

Christopher Lykes, Inc.	1.19374%
-------------------------	----------

Limited Partners:

Christopher C. Lykes	9.69426%
Michael C. Lykes	22.2780%
R. Johnson Lykes	22.2780%
Joseph M. Lykes	22.2780%
E. Auguste' C. Lykes	22.2780%

WHEREAS, MJJA, LLC filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on August 16, 2011. Membership units for MJJA, LLC will be issued upon the Merger.

(((H11000253559 3)))

OCT-21-2011 09:11

P.04

(((H11000253559 3)))

NOW, THEREFORE, MJJA, Ltd., and MJJA, LLC, by and among their respective General Partner and Voting Member, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said Merger and of carrying the same into effect as follows:

FIRST: The name and jurisdiction of the surviving corporation is:

MJJA, LLC, a Florida limited liability company

SECOND: The name and jurisdiction of the merging entity is:

MJJA, Ltd., a Texas limited partnership

THIRD: The Articles of Organization of MJJA, LLC, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect.

FOURTH: Upon the effect of this Merger, the value of each of the general and limited partnership interests of MJJA, Ltd. will be applied to the voting and non-voting units of MJJA, LLC. All of the partnership interests of MJJA, Ltd. that have been issued prior to this Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefore and the ownership of MJJA, LLC shall be as follows:

<u>Name</u>	<u>Units</u>
Christopher C. Lykes Revocable Trust	1 Voting
Christopher C. Lykes Revocable Trust	10 Non-Voting
Michael C. Lykes	22.25 Non-Voting
R. Johnson Lykes	22.25 Non-Voting
Joseph M. Lykes	22.25 Non-Voting
E. Auguste' C. Lykes	22.25 Non-Voting

SIXTH: This Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

(((H11000253559 3)))

OCT-21-2011 09:11

P.05

((H11000253559 3)))

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective partners and members, have caused this Agreement and Plan of Merger to be executed as of the date first written above.

MJA, LTD.,
a Texas limited partnership

By its General Partner:

Christopher Lykes, Inc.

By: 
Christopher C. Lykes, President

MJA, LLC,
a Florida limited liability company

By: 
Christopher C. Lykes, Manager

FILED
2011 OCT 21 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H11000253559 3)))