

**L110000144000**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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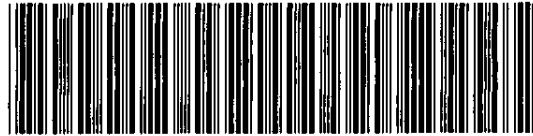
(Business Entity Name)

(Document Number)

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12 MAY 10 AM 11:22

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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12 MAY 10 AM 9:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C. LEWIS**

MAY 11 2012

**EXAMINER**

Charter Number Only

5/9/12

Gutter Chaves

Requestor's Name

2101 Corporate Blvd #107

Address

Boca Raton, FL 33431

City

State

ZIP

Phone

VALIDATION ONLY

CORPORATION(S) NAME

- ☐ Profit ☐ NonProfit ☐ Amendment ☒ Merger
- ☐ Foreign ☐ Dissolution ☐ Mark
- ☐ Limited Partnership ☐ Annual Report ☐ Other
- ☐ Reinstatement ☐ Reservation ☐ Change of Registered Agent
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Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028

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12 MAY 10 AM 9: 59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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>
Managed Insurance	FL	LLC
Services II, LLC	LD7000094217	

**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>
L11000144000		
Managed Insurance	FL	LLC
Services, 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: 361 E. Hillsboro Blvd.

Deerfield Beach, FL 33441

\_\_\_\_\_

\_\_\_\_\_

Mailing address: Same as street address

\_\_\_\_\_

\_\_\_\_\_


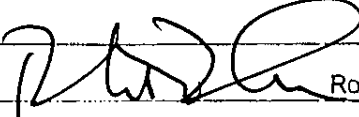
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TALLAHASSEE, FLORIDA

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:
Managed Insurance		Robert D. Donohoe
Services, LLC		
Managed Insurance		Robert D. Donohoe
Services II, LLC		

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

<b><u>Fees:</u></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><u>Certified Copy (optional):</u></b>	\$30.00
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF MERGER

**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>
Managed Insurance Services, LLC	FL	LLC
Managed Insurance Services II, LLC	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>
Managed Insurance Services, LLC	FL	LLC

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

As of the effective date of the merger: (1) All of the assets, liabilities and business of Managed Insurance Services II, LLC (the "Merging LLC") shall become a part of the assets, liabilities and business of Managed Insurance Services, LLC (the "Surviving LLC"); (2) Capital accounts of the Surviving LLC shall be adjusted to take into account the combined Merging LLC and Surviving LLC capital accounts in accordance with income tax and financial accounting principles, and (3) The membership interests of the single member of the Merging LLC shall be converted into the membership interests of that same single member in the Surviving LLC.

*(Attach additional sheet if necessary)*

**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:

The membership interests of the single member in the Merging LLC shall be  
converted into membership interests of that same single member in the  
Surviving LLC.

*(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:

NONE

*(Attach additional sheet if necessary)*

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

NONE

*(Attach additional sheet if necessary)*

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

The Merging LLC and Surviving LLC grant their members and managers all of the  
power and authority to carry on such other and further actions so as to effectuate  
the merger described above in accordance with the intent of the parties and in  
accordance with the laws of Florida.

*(Attach additional sheet if necessary)*