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12 FEB 24 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTON

FEB 27 2012



Gretchen M. Nine-Bunnell

Direct Phone: 216.274-2217

Direct Fax: 216.274-2417

E-mail: gnnine-bunnell@hahnlaw.com

February 23, 2012

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

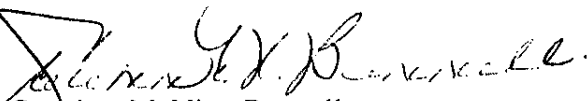
**Re: Certificate of Merger for Florida Limited Liability Company**

Dear Sir/Madam:

Enclosed for filing, please find a Cover Letter and the Certificate of Merger for the merger of Yuan Family LLC, a California limited liability company, with and into Yuan Family LLC, a Florida limited liability company.

I have also enclosed a check in the amount of \$80.00, to cover the filing fee for the requested filing, as well as a certified copy of the completed filing. Please return the Certificate of Acknowledgment to me at your very earliest convenience. If you have any questions, please do not hesitate to call me (collect) at the above telephone number.

Sincerely yours,



Gretchen M. Nine-Bunnell  
Paralegal

Enclosures

**Disclosure Pursuant to Department of Treasury Circular 230**

Unless expressly stated otherwise in this communication, nothing contained in this communication was intended or written to be used by any taxpayer, can be used by any taxpayer or may be relied upon or used by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer under provisions of the Internal Revenue Code of 1986, as amended. No one, without our express prior written consent, may use any part of this communication in promoting, marketing or recommending a partnership or other entity, investment plan or arrangement to any taxpayer.

cc: Brad A. Galbraith, Esq. (w/encl.)  
Anne B. Thomas, Paralegal (w/encl.)

**HAHN LOESER & PARKS LLP** attorneys at law

cleveland columbus akron naples fort myers indianapolis

4506988 J  
200 Public Square, Suite 2800 Cleveland, Ohio 44114-2316 phone 216.621.0150 fax 216.241.2824 hahnlaw.com

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Yuan Family 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:

Gretchen M. Nine-Bunnell

Contact Person

Hahn Loeser & Parks LLP

Firm/Company

200 Public Square, Suite 2800

Address

Cleveland, OH 44114

City, State and Zip Code

gnb@hahnlaw.com

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

For further information concerning this matter, please call:

Gretchen M. Nine-Bunnell

Name of Contact Person

at ( 216 )

274-2217

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

12 FEB 24 PM 12:09  
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>
Yuan Family LLC	California	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>
Yuan Family 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 entitles 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:

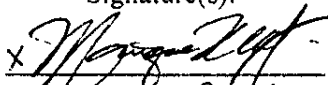
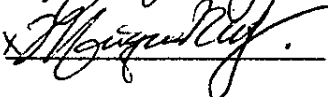
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

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:
Yuan Family LLC	X 	Monique R. Yuan, Manager
Yuan Family LLC	X 	Monique R. Yuan, Manager
_____	_____	_____
_____	_____	_____

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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12 FEB 24 PM 12:08  
OFFICE OF THE CLERK  
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>
Yuan Family LLC	California	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>
Yuan Family LLC	Florida	LLC

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

See Exhibit A attached hereto and made a part hereof.


*(Attach additional sheet if necessary)*

STATE OF FLORIDA  
ALLIANCE

12 FEB 24 PM 12:09

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**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 Exhibit A attached hereto and made a part hereof.

*(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 Exhibit A attached hereto and made a part hereof.

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

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12 FEB 24 PM 12:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

The terms of the merger and the mode of carrying them into effect shall be as follows:

- (a) Every membership interest of Yuan Family LLC, a California limited liability company ("Yuan CA"), outstanding at the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (b) Each membership interest of Yuan CA held in its treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (c) The members of Yuan CA immediately prior to the time the merger becomes effective shall be the members of the Surviving Entity after the time the merger becomes effective.
- (d) Yuan CA and Yuan Family LLC, a Florida limited liability company, hereby agree that the "time the merger becomes effective" shall mean the close of business on the day when that certain "Certificate of Merger" of the Surviving Entity, for which provision is made in Section 608.438 of the Florida Limited Liability Company Act, is filed in the office of the Florida Department of State.

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12 FEB 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA