

L44471

Florida Department of State
Division of Corporations
Public Access System

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.

((H08000223994 3))



H080002239943ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

08 SEP 26 AM 9:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

2008 SEP 30 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : PURCELL, FLANAGAN & HAY, P.A.
Account Number : 071722000522
Phone : (904) 355-0355
Fax Number : (904) 355-0820

Effective Date 9/30/08

MERGER OR SHARE EXCHANGE

EMPIRE TERM COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help
B. Tadlock OCT 01 2008

SEP-29-2008(MON) 16:45

P. 002/004

From: 850-617-6381 Page: 1/1 Date: 9/29/2008 1:08:50 PM



September 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE TERM COMPANY
2447 SEGOVIA AVE
JACKSONVILLE, FL 32217-2626US

SUBJECT: EMPIRE TERM COMPANY
REF: L44471

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date listed cannot be prior to the date of filing or more than 90 days in the future. Our office received your document on September 26, 2008. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

FAX Aud. #: E08000223994
Letter Number: 708A00051902

P.O BOX 6327 - Tallahassee, Florida 32314

H08000223994 3

08 SEP 26 AM 9:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES AND CERTIFICATE OF MERGER

The undersigned corporation and limited liability company, pursuant to Sections 607.1109 and 608.4382, Florida Statutes hereby execute the following Articles and Certificate of Merger.

FIRST: The names of the corporation and limited liability company proposing to merge and the names of the states under the laws of which such entities are organized are as follows:

Names of Corporation and Limited Liability Company

EMPIRE TERM COMPANY, a Florida corporation *L44471*
BROWARD LANDING, LLC, a Florida limited liability company *L05-19271*

Effective Date *9/30/08*

SECOND: EMPIRE TERM COMPANY, INC. complies with the applicable provisions of Sections 607.1101 - 607.1108, Florida Statutes, and as the surviving corporation of the merger, with Section 607.1109, Florida Statutes, as set forth herein.

THIRD: BROWARD LANDING, LLC complies with the provisions of Sections 608.438 and 608.4381-608.4383, Florida Statutes, as set forth herein.

FOURTH: The plan of merger is as follows:

1. Names of the corporation and the limited liability company planning to merge are:

EMPIRE TERM COMPANY, a Florida corporation; and
BROWARD LANDING, LLC, a Florida limited liability company.

2. Name of surviving entity is:

EMPIRE TERM COMPANY, a Florida corporation

3. The terms and conditions of the merger are that EMPIRE TERM COMPANY and BROWARD LANDING, LLC, will be merged with EMPIRE TERM COMPANY being the surviving entity, and all assets and liabilities of BROWARD LANDING, LLC will be those of the surviving entity.

4. The manner and basis of converting the ownership interests of each member of BROWARD LANDING, LLC is that EMPIRE TERM COMPANY shall

Clarence F. Frazier, Esquire
Florida Bar #377889
Purcell, Flanagan & Hay, P.A.
P.O. Box 40749
Jacksonville, FL 32203
(904) 355-0355
(904) 355-0820 (fax)

H08000223994 3

exchange one (1) share of its stock for each one percent (1%) of ownership by a Member BROWARD LANDING, LLC. Thereafter BROWARD LANDING, LLC will cease to exist as a result of the merger..


FIFTH: The effective date of the merger shall be the 30th day of September, 2008, or such later date that these Articles and Certificate of Merger are filed with the Florida Department of State.

SIXTH: The shareholders of EMPIRE TERM COMPANY and the Members of BROWARD LANDING, LLC have approved unanimously this Plan of Merger on the 23rd day of September, 2008.


SEVENTH: The Plan of Merger was adopted by the Board of Directors of EMPIRE TERM COMPANY on the 23rd day of September, 2008.

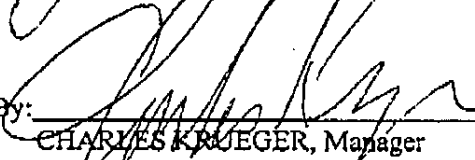
Signed this 23rd day of September, 2008.

EMPIRE TERM COMPANY, a Florida corporation

By: 
JOHN L. DuBOSE
Its President

BROWARD LANDING, LLC, a Florida limited liability company,

By: 
JOHN L. DuBOSE, Manager

By: 
CHARLES KRUEGER, Manager