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L 98000003287

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

EFFECTIVE DATE

1/1/99

300002716553--6
-12/18/98--01087--006
****657.50 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Radian Enterprises, Ltd

(Corporation Name)

(Document #)

A 98-1893

2. [Redacted]

(Corporation Name)

(Document #)

3. [Redacted]

(Corporation Name)

(Document #)

4. [Redacted]

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 12/18

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Stamped Photocopy

☐ Certificate of Status

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*****35.00 *****35.00

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 18 PM 4:19

MERGING: -----

RADIAN ENTERPRISES, LTD., a Florida limited partnership (A98000001893)

EFFECTIVE DATE
11/1/98
CA

INTO

RADIAN ENTERPRISES, L.L.C., a Florida entity, L98000003287.

File date: December 18, 1998 , effective January 1, 1999

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER
OF RADIAN ENTERPRISES, LTD. INTO
RADIAN ENTERPRISES, L.L.C.

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 620.201, et. seq. of the Florida Revised Uniform Limited Partnership Act, the undersigned limited partnership and limited liability company adopt the following Articles of Merger for the purpose of merging them into one of such business entities.

1. The Plan of Merger was approved by RADIAN ENTERPRISES, LTD. and RADIAN ENTERPRISES, L.L.C. in accordance with the applicable provisions of Chapter 620 and Chapter 608. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is January 1, 1999.

2. The dates of adoption of the Plan of Merger by the general partner and members were:

Name of Entity

Date

RADIAN ENTERPRISES, LTD.,
a Florida limited partnership

December 13, 1998

RADIAN ENTERPRISES, L.L.C.,
a Florida limited liability company

December 13, 1998

DATED: December 13, 1998.

RADIAN ENTERPRISES, LTD.,
A Florida limited partnership,
By: SANDCASTLE PROPERTY VENTURES,
L.L.C., General Partner

By: 

David B. Pittman, Member

EFFECTIVE DATE
11/1/99

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RADIAN ENTERPRISES, L.L.C.,
a Florida limited liability company,

By:

David B. Pittman
David B. Pittman, Member

EFFECTIVE DATE
11/1/98

STATE OF SOUTH CAROLINA
COUNTY OF YORK:

The foregoing instrument was acknowledged before me this 14th day of December, 1998, by DAVID B. PITTMAN, as Member of SANDCASTLE PROPERTY VENTURES, L.L.C., the General Partner of RADIAN ENTERPRISES, LTD., who is (Notary choose one) [✓] personally known to me, or [] who has produced _____ as identification.

Robin B. Smith
Signature of Notary Public
Printed name: Robin B. Smith
My Commission expires: 12/31/2000

STATE OF SOUTH CAROLINA
COUNTY OF YORK:

The foregoing instrument was acknowledged before me this 14th day of December, 1998, by DAVID B. PITTMAN, as Member of RADIAN ENTERPRISES, L.L.C., who is (Notary choose one) [✓] personally known to me, or [] who has produced _____ as identification.

Robin B. Smith
Signature of Notary Public
Printed name: Robin B. Smith
My Commission expires: 12/31/2000

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SECRETARY OF CORPORATIONS
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PLAN OF MERGER

THIS PLAN OF MERGER dated December 13, 1998, is between RADIAN ENTERPRISES, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership" or "Absorbed Entity"), and RADIAN ENTERPRISES, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company" or the "Surviving Entity").

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WITNESSETH:

WHEREAS, the Partnership is a limited partnership organized and existing under the laws of the State of Florida with its principal office at 7408 Ridge Road, Sarasota, FL 34238; and

WHEREAS, the Partnership's sole general partner is SANDCASTLE PROPERTY VENTURES, L.L.C., a Florida limited liability company; and

WHEREAS, the Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 7408 Ridge Road, Sarasota, FL 34238; and

WHEREAS, the partners of the Partnership and the members of the Company deem it desirable and in the best interest of both entities, their partners and members that the Partnership be merged into the Company pursuant to the provisions of Sections 620.201 et seq. of the Florida Revised Uniform Limited Partnership Act.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

SECTION ONE - MERGER

Effective on the date of the filing of the Articles of Merger with the Florida Department of State, the Partnership shall merge with and into the Company, which will be the Surviving Entity. The name of the Surviving Entity shall be RADIAN ENTERPRISES, L.L.C.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger. The Surviving Entity will continue to be governed by a manager and not by its members.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the partnership interests of the Absorbed Entity into membership units of the Surviving Entity is as follows:

(a) Each certificate of partnership interest of the Partnership outstanding on the effective date of the merger shall be converted into one (1) membership unit of the Company.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates of partnership interest in the Absorbed Entity shall surrender them to

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the Surviving Entity or its duly appointed agent, in such manner as the Surviving Entity shall legally require. One membership unit of the Surviving Entity shall be issued for each one share of the Absorbed Entity surrendered in exchange therefor.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Entity will continue to be treated as a partnership under the Internal Revenue Code of 1986, as amended. When the Absorbed Entity, a Florida limited partnership, ceases on the effective date of the merger, the taxable year of the Absorbed Entity will end.

SECTION FIVE - ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the effective date of the merger.

SECTION SIX - PROHIBITED TRANSACTIONS

Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION SEVEN - APPROVAL BY GENERAL PARTNER AND MEMBERS

This Plan of Merger shall be submitted for the approval of the general partner of the Partnership, those limited partners of the Partnership who own more than a majority of the then-current percentage or other interests in the profits of the Partnership

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owned by all of the limited partners, and the manager and members of the Company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 1998, or at such other time as to which the general partner of the Partnership and the members of the Company may agree.

SECTION EIGHT - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be January 1, 1999.

SECTION NINE - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the general partner of the Partnership or the manager of the Company at any time prior to the effective date, if the merger is not approved by the general partner of the Partnership or the manager of the Company on or before December 31, 1998.

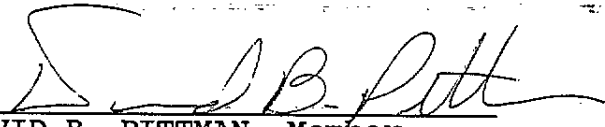
SECTION TEN - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

This Plan of Merger is entered into by the parties on the date first above written.

RADIAN ENTERPRISES, LTD.
a Florida limited partnership,
By: SANDCASTLE PROPERTY VENTURES,
L.L.C., general partner,

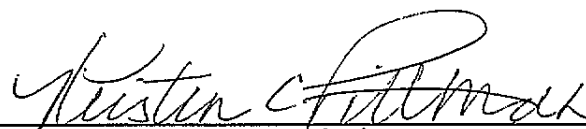
By:


DAVID B. PITTMAN, Member

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DAVID B. PITTMAN, Limited Partner


KRISTIN PITTMAN, Limited Partner

EFFECTIVE DATE
11/99

RADIAN ENTERPRISES, L.L.C.,
a Florida limited liability company,
By: SANDCASTLE PROPERTY VENTURES,
L.L.C., manager,

By: 
DAVID B. PITTMAN, Member