

L99000002535



ACCOUNT NO. : 072100000032

REFERENCE : 227582 4327512

AUTHORIZATION :

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ORDER DATE : May 4, 1999

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ORDER NO. : 227582-010

CUSTOMER NO: 4327512

CUSTOMER: Ms. Karen B. Ankney  
Quarles & Brady  
Suite 320  
4501 N. Tamiami Trail  
Naples, FL 34103

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99 MAY -4 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

KARATOM, INC.

INTO

KARATOM, L.L.C.

200002862512--5

-05/04/99--01093--010

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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EXAMINER'S INITIALS:

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99 MAY -4 PM 2:29  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

KARATOM, INC., A FLORIDA CORPORATION (P96000084267)

,

INTO

**KARATOM, L.L.C.**, a Florida entity, L99000002535.

File date: May 4, 1999

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
KARATOM, INC., a Florida corporation 5310 Shirley Street Naples, Florida 34109	Florida	corporation

Florida Document/Registration Number: P96000084267 FEI #65-0738272

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
KARATOM, L.L.C. 5310 Shirley Street Naples, Florida 34109	Florida	limited liability company

Florida Document/Registration Number: L99000002536 FEI # \_\_\_\_\_

THIRD: The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic limited liability company and domestic corporation that is a party to the merger in accordance with Chapters 608 and 607, Florida Statutes.

FOURTH: All merging parties and surviving parties are organized or otherwise formed under the laws of the State of Florida.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company this is a party to the merger.

SIXTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

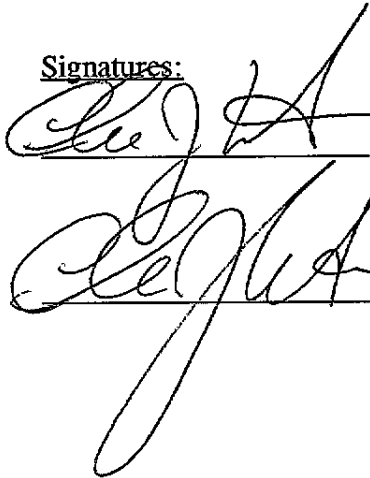
EIGHTH: Signatures for each party:

Name of Entity:

KARATOM, INC.  
a Florida corporation

KARATOM, L.L.C., a  
Florida limited liability company

Signatures:

Two handwritten signatures in black ink. The top signature is for Chris Karakosta, President of KARATOM, INC. The bottom signature is for Chris Karakosta, Managing Member of KARATOM, L.L.C.

Typed or Printed Name of Individual:

Chris Karakosta, President

Chris Karakosta,  
Managing Member

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1103, is being submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
KARATOM, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
KARATOM, L.L.C.	Florida

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

The merging Florida corporation shall be merged with and into the surviving Florida limited liability company, and the Florida limited liability company shall continue after the merger and the Florida merging corporation shall cease on the Effective Date of the merger.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

There is only one (1) class of common stock in the merging party and there is only one (1) class of membership interest in the surviving entity. The percentage of outstanding and issued stock owned by each shareholder as it relates to the total outstanding and issued stock in the merging corporation shall be converted into the same percentage of membership interest in the surviving limited liability company. Any outstanding interests existing before in the corporation shall be unaffected by the merger and shall continue to constitute outstanding membership interest in the surviving entity.

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- B. The manner and basis of converting right to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There is only one (1) class of common stock in the merging party and there is only one (1) class of membership in the surviving entity. The same manner and proportionate right to acquire shares in the corporation merging entity shall be converted into the same manner and rights to acquire the same percentage of membership interest in the surviving limited liability company.

FIFTH: A limited liability company is the surviving entity and it is to be managed by members.

SIXTH: There are no Non-Florida business entities that are a party to the merger.

SEVENTH: The Effective Date of the merger shall be the date of filing the Certificate of Merger.

KARATOM, INC., a Florida corporation

By: 

Chris Karakosta, its President

KARATOM, L.L.C., a Florida limited liability company

By: 

Chris Karakosta, its Managing Member

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