

L 99000008850



ACCOUNT NO. : 072100000032

REFERENCE : 520712 4343687

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 17, 1999

ORDER TIME : 2:40 PM

ORDER NO. : 520712-005

CUSTOMER NO: 4343687

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-12/20/99--01001--019

\*\*\*\*\*60.00 \*\*\*\*\*60.00

CUSTOMER: Alan S. Gassman, Esq  
Alan S. Gassman, P.a.  
Suite 102  
1245 Court Street  
Clearwater, FL 33756

ARTICLES OF MERGER

N S IMPORTERS, INC.

INTO

N S IMPORTERS, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX CERTIFIED COPY  
\_\_\_\_\_  
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
99 DEC 17 PM 3:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 DEC 17 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/20

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

N S IMPORTERS, INC., a Florida corporation

P99000105024

into

**NS IMPORTERS, L.L.C.**, a Florida entity L99000008850

File date: December 17, 1999

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 17, 1999

CSC  
ATTN: JEANINE REYNOLDS

SUBJECT: NS IMPORTERS, L.L.C.  
Ref. Number: L99000008850

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99 DEC 17 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for NS IMPORTERS, L.L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger cannot have an effective date prior to the date we recieved it.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 499A00059434

**RESUBMIT**  
Please give original  
submission date as file date:

**RECEIVED**  
99 DEC 20 PM 1:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>
1. N S IMPORTERS, INC. 985 RIVERSIDE DRIVE PALMETTO, FL 34221	FLORIDA	CORPORATION
Florida Document/Registration Number: P99000105024	FEI Number: 65-0965467	
2. N S IMPORTERS, L.L.C. 985 RIVERSIDE DRIVE PALMETTO, FL 34221	FLORIDA	LIMITED LIABILITY CO.
Florida Document/Registration Number: L99000008850	FEI Number: Applied For	
3.		
Florida Document/Registration Number:	FEI Number:	
4.		
Florida Document/Registration Number:	FEI Number:	

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99 DEC 17 PM 3:27  
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TALLAHASSEE FLORIDA

*(Attach additional sheet(s) if necessary)*

**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>
N S IMPORTERS, L.L.C.	FLORIDA	LIMITED LIABILITY CO.
985 RIVERSIDE DRIVE		
PALMETTO, FL 34221		

Florida Document/Registration Number: L99000008850

FEI Number: Applied For

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter 607, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

**NINTH:** The merger shall become effective as of:

**The date the Articles of Merger are filed with Florida Department of State**

**OR**

December 17, 1999

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

Name of Entity	Signature(s)	Typed or Printed Name of Individual
N S IMPORTERS, INC.		Alan S. Gassman, Assistant Secty
N S IMPORTERS, L.L.C.		Alan S. Gassman, Member

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 TALLAHASSEE FLORIDA

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
N S IMPORTERS, INC.	FLORIDA
N S IMPORTERS, L.L.C.	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
N S IMPORTERS, L.L.C.	FLORIDA

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

Corporation has been merged into a Limited Liability Company.

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99 DEC 17 PM 3:27  
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TALLAHASSEE FLORIDA

*(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

No Shares have been issued.

B. The manner and basis of converting rights 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:

No Shares have been issued.

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TALLAHASSEE FLORIDA

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:



Curt Marsh  
985 Riverside Drive  
Palmetto, FL 34221

John McTaggart  
12232 U.S. 301  
Dade City, FL 33525

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

**EIGHTH:** Other provisions, if any, relating to the merger:

None

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**TALLAHASSEE FLORIDA**

*(Attach additional sheet(s) if necessary)*