

L 99000008865

CAPITAL CONNECTION, INC.

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(850) 224-8800 • 1-800-442-8061 • Fax (850) 222-1222

Y-Z Enterprises, L.L.C.

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File Cert.

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

12/28

FILED

99 DEC 28 PM 12:08

RECEIVED

99 DEC 28 AM 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

741  
Signature

Requested by:

LM 12/28 9:07am

Name Date Time

Walk-In Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

Y-Z ENTERPRISES, LLC a Tennessee Limited Liability Company

INTO

**Y-Z ENTERPRISES, L.L.C.**, a Florida entity, L99000008865

File date: December 28, 1999

Corporate Specialist: Lee Rivers

## 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 the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Y-Z Enterprises, LLC 19B Cherokee Blvd. Chattanooga, Tn. 37405	Tennessee	Limited Liability Company

Florida Document/Registration Number: N/A FEI Number: 621694311

**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>
Y-Z enterprises, L.L.C. 11700 N.W. 101 Road Suite 19 Medley, Fl. 33178	Florida	Limited Liability Company

Florida Document/  
Registration Number: L99000008865 FEI Number: pending

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

Articles of Merger

Y-Z Enterprises, LLC/Y-Z Enterprises. L.L.C.

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**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 sections(s) 607.1108(5), 608.4381(2), and/or 620.202, Florida Statutes.

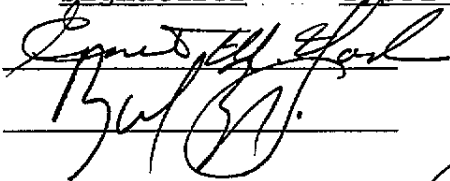

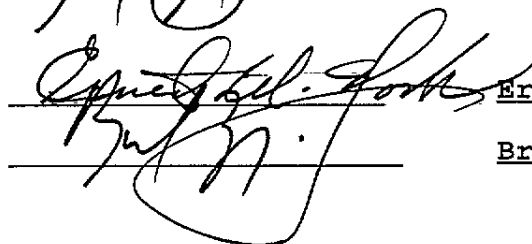
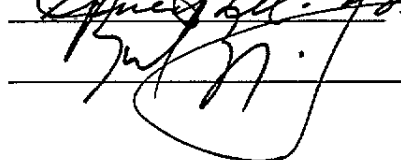
**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations of articles of organization of any limited liability company that is a party to the merger.

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

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

Articles of Merger  
Y-Z Enterprises, LLC/Y-Z Enterprises. L.L.C.  
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ELEVENTH:      SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed name of individual</u>
<u>Y-Z Enterprises, LLC</u> (merging party)	 	<u>Ernest W. York</u> <u>Branko Zunjic</u>
<u>Y-Z Enterprises, L.L.C.</u> (surviving party)	 	<u>Ernest W. York</u> <u>Branko Zunjic</u>

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## 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 sections(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Y-Z Enterprises, LLC	Tennessee

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

<u>Name</u>	<u>Jurisdiction</u>
Y-Z Enterprises, L.L.C.	Florida

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

All property, of any type, or any other assets owned by the merging party has been transferred by the merging party to the surviving party as of the date this Merger becomes effective. The merging party shall be dissolved immediately after this Merger becomes effective.

The surviving party assumes all liabilities and obligations of the merging party as of the date this Merger becomes effective.

Members of the merging party and the surviving party are the same persons. Each shall hold the same interest in the surviving party as they had in the merging party. There are no dissenting members.

No additional members shall be added pursuant to this 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:

Members of the merging party and the surviving party are the same persons. Each shall hold the same interest in the surviving party as they held in the merging party.

No conversion of these rights, in whole or in part, into cash or other property shall take place pursuant to this merger.

- 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:

Members of the merging party and the surviving party are the same persons. They will have the same rights in the surviving party as they had in the merging party.

No conversion of these rights, in whole or in part, into cash or other property shall take place pursuant to this merger.

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

N/A

**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:

N/A

**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:

SEE ATTACHED STATEMENT

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

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SEVENTH:

On December 15, 1999 the members unanimously approved the merger of Y-Z Enterprises, LLC (a Tennessee LLC) into Y-Z Enterprises, LLC (a Florida LLC) whose principal office is 11700 N.W. 101 Road, Suite 19, Medley, Florida 33178 at which a copy of the plan of merger is on file (copies previously provided all members). The surviving entity agrees that it may receive process for service at 19 B Cherokee Boulevard, Chattanooga, TN 37405 at the office of its member, Ernest York.

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