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LOI-5566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

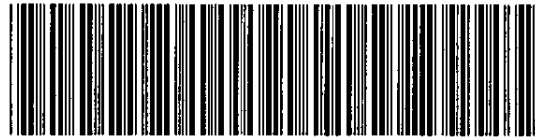
Special Instructions to Filing Officer:

L. SELLERS

JAN 14 2009

EXAMINER

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10/17/08--01041--001 **80.00

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09 JAN 13 AM 8:16
TALLAHASSEE, FLORIDA



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Naples, Florida
Phoenix and Tucson, Arizona
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October 15, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **GP Equities, LLC, a Florida limited liability company, merger into
Saturn Southwest Florida, LLC, a Michigan limited liability company**

Gentlemen:

Enclosed please find the following originals:

1. Certificate of Merger; and
2. Certified Copy of the Michigan Certificate of Merger.

Also enclosed is a check in the amount of \$80.00 made payable to the Division of Corporations which represents the filing and certified copy fees.

If you find these enclosures to be in order, please file immediately **and return a certified copy of the Articles of Merger and Plan of Merger to this office.**

If you have any questions concerning this request, please call me. Thank you.

Sincerely,

Shawné Rich
Legal Assistant to Timothy G. Hains

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Saturn Southwest Florida, LLC, a Michigan LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Frank J. Campoamor, Esq.

(Contact Person)

Campoamor Law Firm

(Firm/Company)

5100 Tamiami Trail North, Suite 105

(Address)

Naples, Florida 34103

(City, State and Zip Code)

For further information concerning this matter, please call:

Frank J. Campoamor at (239) 325-1826

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 20, 2008

SHAWNE RICH
1395 PANTHER LANE, STE. 300
NAPLES, FL 34109

SUBJECT: SATURN SOUTHWEST FLORIDA, LLC
Ref. Number: M02000002013

We have received your document for SATURN SOUTHWEST FLORIDA, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

The sixth section of the merger must be completed, the surviving entity is a foreign LLC.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 108A00054338

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09 JAN 13 AM 8:16
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GP Equities, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Saturn Southwest Florida, LLC	Michigan	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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09 JAN 13 AM 8:16
TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

300 River Place, Suite 3000

Detroit, Michigan 48207

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GP Equities, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Saturn Southwest Florida, LLC	Michigan	Limited Liability Company

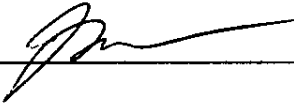
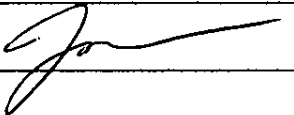
THIRD: The terms and conditions of the merger are as follows:

GP Equities shall transfer all its assets, rights, duties and obligations of any type and nature to Saturn Southwest Florida, LLC in exchange for a membership interest in Saturn Southwest Florida, LLC. Immediately thereafter, GP shall distribute, in complete liquidation of GP Equities, LLC, the Saturn Southwest membership so acquired to its member, Saturn Holding - Florida, Inc.

(Attach additional sheet if necessary)

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Saturn Southwest Florida, LLC		
By: Saturn Holding - Florida, Inc., MGRM		Robert H. Goodman, President
GP Equities, LLC		Robert H. Goodman, MGRM

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)