

M05000003991

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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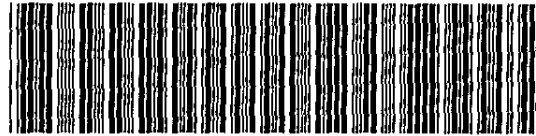
(Business Entity Name)

(Document Number)

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H. Culligan OCT 18 2005

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** LIFE NUTRITIONALES LLC  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

DAN ARSENIJEVITH

(Contact Person)

LIFE FAMILY PRACTICE CENTER

(Firm/Company)

1501 US HWY 441 NORTH, SUITE 1702

(Address)

THE VILLAGES, FLORIDA 32159

(City/State and Zip Code)

For further information concerning this matter, please call:

DAN ARSENIJEVITH

(Name of Contact Person)

At ( 352 ) 750-4333 EXT. 245

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LIFE NUTRITIONALES LLC	DELAWARE	M05000003991

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>LIFE NUTRITIONALES INC.</u>	<u>FLORIDA</u>	<u>P99000072586</u>

**Third: The Plan of Merger is attached.**

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

**OR**                /            /            (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/28/05 and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/29/05.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

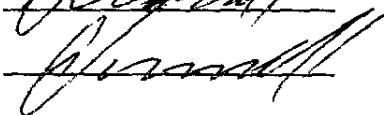
Typed or Printed Name of Individual & Title

LIFE NUTRITIONALES LLC



NELSON KRAUCAK, PRESIDENT

LIFE NUTRITIONALES INC.



NELSON KRAUCAK, PRESIDENT

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## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

LIFE NUTRITIONALES LLC

DELAWARE

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

LIFE NUTRITIONALES INC.

FLORIDA

\_\_\_\_\_

\_\_\_\_\_

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

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## **ARTICLES OF MERGER BETWEEN LIFE NUTRITIONALES INC., AND LIFE NUTRITIONALES LLC**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Life Nutritionales Inc., a Florida corporation, Document No. P99000072586 ("Nutritionales Inc."), and Life Nutritionales LLC, a Delaware limited liability company, qualified and authorized to transact business in Florida, Document No. M05000003991 ("The Survivor"), adopt the following Articles of Merger for the purpose of merging Nutritionales Inc. into the Survivor, the latter of which is to survive the merger.

### **ARTICLE I**

The Plan of Merger is as follows:

#### **PLAN OF MERGER**

Life Nutritionales LLC, a Delaware limited liability company (the "Survivor"), and Life Nutritionales Inc., a Florida corporation ("Nutritionales Inc."), hereby adopt the following Plan of Merger pursuant to Section 607.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:

Life Nutritionales LLC  
Life Nutritionales Inc.

- b) The name of surviving corporation is:

Life Nutritionales LLC

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of Nutritionales Inc. shall cease and the Survivor shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed, of Nutritionales Inc. without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of Nutritionales Inc., and neither the rights of the creditors nor any liens on the property of Nutritionales Inc. shall be impaired by the merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall continue to be outstanding with identical designations, preferences, limitations and relative rights immediately after the merger.
  - (ii) Each share of Nutritionales Inc. common stock shall be surrendered to the Survivor, and the Survivor shall issue to Nutritionales Inc.' shareholders one share of the Survivor's stock for each share surrendered.
- e) The assets of Nutritionales Inc. shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of Nutritionales Inc. and the Survivor shall be, respectively, the stated capital, capital surplus and earned surplus of the Survivor.

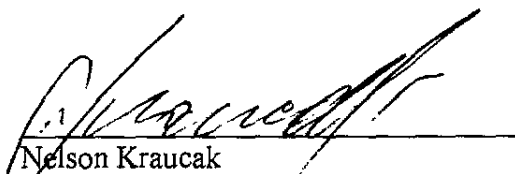
## ARTICLE II

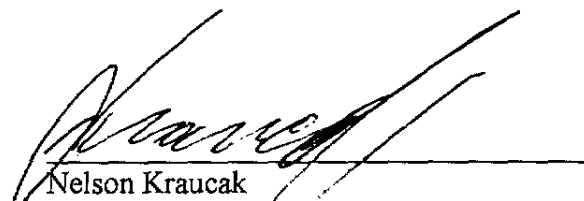
The effective date of the merger shall be at 12:01 A.M. on the date of filing of these Articles of Merger.

## ARTICLE III

Nutritionales Inc. adopted the Plan of Merger on June 29, 2005, by unanimous written consent of the shareholders and written consent of the Board of Directors pursuant to Section, 607.1103(2). The survivor adopted the Plan of Merger on June 28, 2005, by unanimous written consent of the Board of Directors, constituting a sufficient number of votes of both entities to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed this document this 30th day of August 2005.

  
Nelson Kraucak  
President of Life Nutritionales LLC

  
Nelson Kraucak  
President of Life Nutritionales, Inc.

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