

Division of Corporations

Page 1 of 1

M07000006937

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000288337 3)))



H070002883373ASCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-5735
Fax Number : (954) 641-4192

07 NOV 29 AM 8:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

2007 NOV 29 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

FT. WAYNE HOSPITALITY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

50.00

J. BRYAN

NOV 30 2007

Electronic Filing Menu

Corporate Filing Menu

Help

H07000288337

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>
Fort Wayne Investments, LLC	Florida	LLC
#L07000054746		

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>
Ft. Wayne Hospitality, LLC	Indiana	LLC
#M07000006937		

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.

1 of 6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43

H07000288337

HO7000288337

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:

Mordechai Boaziz

300 E. Washington Boulevard

Fort Wayne, Indiana 46802

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: 300 41st Street, Suite 201A

Miami Beach, FL 33140

Mailing address: 300 41st Street, Suite 201A

Miami Beach, FL 33140

2 of 6

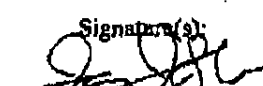
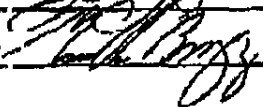
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43

HO7000288337

H07000288337

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:
Fl. Wayne Hospitality . LLC		Jay Josh Member
Fort Wayne Investments. LLC		Mordechai Boaztz/Member

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:	\$12.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
------------------------------------------	---------

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43

H07000288337

#07000288337

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>
Fort Wayne Investments, LLC	Florida	LLC

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>
Ft. Wayne Hospitality, LLC	Indiana	LLC

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

The Florida entity is being merged into Ft. Wayne Hospitality, LLC under the jurisdiction of the State of Indiana. The Managers and the Members are the same and therefore there is no additional consideration for this merger.

(Attach additional sheet if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43

#07000288337

HO7000288337

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 is as follows:

See above.. No additional consideration, Members and Managers
to be the same.

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

See above.. No additional consideration, Members and Managers
to be the same.

(Attach additional sheet if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43

HO7000288337

107000288337

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

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

107000288337

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 29 AM 8:43