

M12000005589

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(Address)

(Address)

(City/State/Zip/Phone #)

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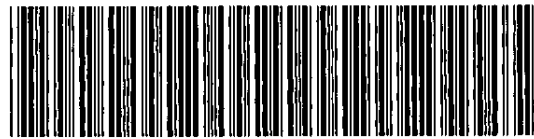
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(Document Number)

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2013 JAN -9 PM 3:50  
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13 JAN -9 PM 4:30

Merger

JAN 10 2013

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**DATE: 1/9/13**

**NAME: SERVICE ZONE INSURANCE, LLC**

**TYPE OF FILING: MERGER**

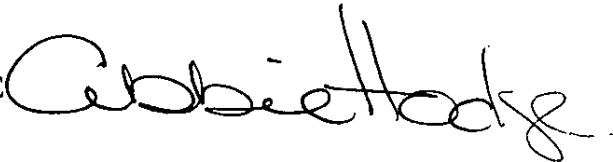
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Service Zone Holdings, 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:

Elizabeth A. Cooper

Contact Person

Frost Brown Todd LLC

Firm/Company

400 W. Market Street, 32nd Floor

Address

Louisville, KY 40202-3363

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth A. Cooper

Name of Contact Person

at ( 502 )

568-0237

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

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DIVISION OF CORPORATION  
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**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>
Service Zone Insurance, 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>
Service Zone Holdings, LLC	Delaware	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.

**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:

\_\_\_\_\_  
3102 West End Avenue, Suite 1000, Nashville, TN 37203  
\_\_\_\_\_  
\_\_\_\_\_

**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: 3102 West End Avenue, Suite 1000, Nashville, TN 37203  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: 3102 West End Avenue, Suite 1000, Nashville, TN 37203  
\_\_\_\_\_  
\_\_\_\_\_

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:
Service Zone Insurance, LLC	<i>David Beckman</i>	David Beckman, Jr., Auth Pr
Service Zone Holdings, LLC	<i>David Beckman</i>	David Beckman, Jr., Auth Pr
_____	_____	_____
_____	_____	_____

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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**PLAN OF MERGER OF  
SERVICE ZONE INSURANCE, LLC  
INTO AND WITH  
SERVICE ZONE HOLDINGS, LLC**

1. The names of the entities proposing to merge pursuant to Section 608.438 of the 2012 Florida Statutes and 6 Del. C §§ 18-209 of the Delaware Limited Liability Company Code are Service Zone Insurance, LLC, a Florida limited liability company, (the "Company") and Service Zone Holdings, LLC, a Delaware limited liability company. The name of the surviving company into which Caretenders plans to merge is Service Zone Holdings, LLC, ("SZH"). The surviving company shall have limited liability.

2. The effective date of the merger (the "Effective Time") will be at the close of business on January 9, 2013. At the Effective Time, and without any action on the part of the holder thereof, the issued and outstanding membership interests of the Company will be cancelled and the issued and outstanding membership interests in SZH will remain unchanged.

3. From and after the Effective Time, until changed or amended; (i) the officers and managers of SZH will be the officers and managers of the surviving company; (ii) the Certificate of Formation SZH will be the Certificate of Formation of the surviving company; (iii) the Operating Agreement of SZH will be the Operating Agreement of the surviving company; and (iv) there are no changes to the managers of the surviving company.

4. At any time prior to the Effective Time, the merger may be abandoned by written action of the Board of Managers of the Company or by written action of the Board of Directors of SZH.

**SERVICE ZONE INSURANCE, LLC**

By David Beckman  
David Beckman, Jr., President

Date: 1/9/2013

**SERVICE ZONE HOLDINGS, LLC**

By David Beckman  
David Beckman, Jr., President

Date: 1/9/2013