

M 525 29

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

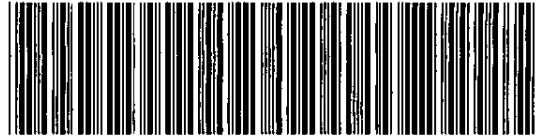
Special Instructions to Filing Officer:

A. LUNT

FEB - 2 009

EXAMINER

Office Use Only



200142239352

01/30/09--01032--025 **90.00

REGISTRY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 30 PM 4:50

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: A.G. Equities Corporation
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

A. Alexander, Vice President

(Contact Person)

A.G. Equities Corporation

(Firm/Company)

444 Brickell Avenue, #51-246

(Address)

Miami, FL 33131

(City, State and Zip Code)

For further information concerning this matter, please call:

Nancy Glimcher at (305) 358-9995

(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

2009 JAN 30 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

2009 JAN 30 PM 4:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

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>
FSP Design		
Investment, LLC	Florida	Limited liability company
		L07-55102

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>
A.G. Equities Corp.	Florida	Corporation
		m52529

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:

January 1, 2009

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:

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 entitles 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: _____


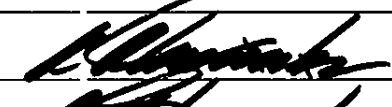

Mailing address: _____

2009 JAN 30 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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:
FSP Design		
Investment, LLC		A. Alexander
A.G. Equities Corp.		A. Alexander

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 2009 JAN 30 PM 4: 50

FILED

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>
FSP Design		
Investment, LLC	Florida	Limited liability company

2009 JAN 30 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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>
A.G. Equities Corp.	Florida	Corporation

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

Immediately prior to the merger, A.G. Equities Corporation ("Corporation") is the sole Member of FSP Design Investment, LLC ("LLC"), and thus owns 100% of the LLC. Pursuant to the merger, the LLC will merge with and into the Corporation, which will be the surviving party of the merger.

(Attach additional sheet if necessary)

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:

Pursuant to the merger of A.G. Equities Corporation ("Corporation") and FSP Design Investment, LLC ("LLC"), the Corporation, which is the surviving party of the merger, will, by operation of law, own, directly and outright, 100% of all the cash, assets and other property of the LLC remaining after the liquidation of the LLC.

(Attach additional sheet if necessary)

2009 JAN 30 PM 4: 50
STATE
ALLAHASSEC. FLORIDA

FILED

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:

Pursuant to the merger of A.G. Equities Corporation ("Corporation") and FSP Design Investment, LLC ("LLC"), the Corporation, which is the surviving party of the merger, will, by operation of law, own, directly and outright, 100% of all the cash, assets, and other property of the LLC remaining after the liquidation of the LLC.

(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)

2009 JAN 30 PM 4: 50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

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

(Attach additional sheet if necessary)