

M56901

(Requestor's Name)

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(City/State/Zip/Phone #)

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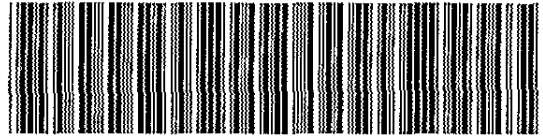
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 109199 4805310
AUTHORIZATION : *Patricia Pizub*
COST LIMIT : \$ 60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 28, 2003
ORDER TIME : 9:42 AM
ORDER NO. : 109199-010
CUSTOMER NO: 4805310
CUSTOMER: Julie Harris, Legal Assistant
Dickstein Shapiro Morin &
2101 L Street, N.W.
Washington, DC 20037

ARTICLES OF MERGER

FLORIDA PRITIKIN CENTER, INC.

INTO

FLORIDA PRITIKIN CENTER LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity/Type</u>
Florida Pritikin Center, Inc. 19735 Turnberry Way Aventura, Florida 33180	Florida	Corporation

Florida Document/Registration Number: M56901 FEIN Number: 59-2841506

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity/Type</u>
Florida Pritikin Center LLC 19735 Turnberry Way Aventura, Florida 33180	Delaware	Limited Liability Company

Florida Document/Registration Number: N/A FEIN Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of May 30, 2003.¹

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signature(s) for each party:

Name of Entity

Signature

Name of Individual

Florida Pritikin Center, Inc.



Paul T. Lehr, President

Florida Pritikin Center LLC



Sam Fox, Manager

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TALLAHASSEE, FLORIDA

¹ Date Certificate of Merger is filed in Delaware.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Pritikin Center, Inc.	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Pritikin Center LLC	Delaware

THIRD: The terms and conditions of the merger are as follows: See attached Agreement and Plan of Merger.

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 are as follows: See attached Agreement and Plan of Merger.
- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N/A.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manger(s) are as follows:

Sam Fox
7701 Forsyth Boulevard, Suite 600
St. Louis, Missouri 63105

Paul Tager Lehr
19735 Turnberry Way
Aventura, Florida 33180

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TALLAHASSEE, FLORIDA

Marilyn Fox
23 Carrswold Drive
St. Louis, Missouri 63105

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: See attached Agreement and Plan of Merger.

EIGHTH: Other provisions, if any, relating to the merger: See attached Agreement and Plan of Merger.

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