

P000000059186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

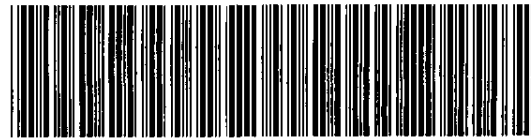
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EFFECTIVE DATE 12/31/10



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11/23/10--01031--002 **43.75

01/03/11--01017--010 **35.00

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TALLAHASSEE, FLORIDA

D. BRUCE

JAN 07 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 24, 2010

DARRIN R. SCHUTT, ESQ.
SCHUTT LAW FIRM, PA
1322 SE 46TH LANE, SUITE 202
CAPE CORAL, FL 33904

SUBJECT: AZURE 21, INC.
Ref. Number: P00000059186

We have received your document for AZURE 21, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document cannot be filed with the Florida Department of State until a Partnership Registration Statement for this partnership is filed and made of record with this office. For your convenience, we are enclosing the appropriate form and instructions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 110A00027618

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Azure 21, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Darrin R. Schutt, Esq.
Contact Person

Schutt Law Firm, PA
Firm/Company

1322 SE 46th Lane, Suite 202
Address

Cape Coral, Florida 33904
City, State and Zip Code

~~karlheberle@aol.com~~ Karlheberle@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

D. Schutt at (239) 540.7007
Name of Contact Person Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

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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TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
InterInvestFI, L.L.P.	Florida	Lim. Liab. Company
	GP/100000014 /	LLP 050004022

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>
Azure 21, Inc.	Florida	Corporation P00000059186

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.

EFFECTIVE DATE 12/31/10

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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:

December 31, 2010

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:

NA

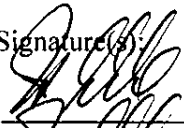

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Azure 21, Inc.		Karl H. Eberle
InterInvestFI, L.L.P.		Karl H. Eberle

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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>
<u>InterInvestFI, L.L.P.</u>	<u>Florida</u>	<u>Lim. Liab. Partnership</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>Azure 21, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

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

The Surviving Corporation shall acquire all assets of the Merging Entity, as well as all liabilities, including but not limited to tax liabilities and insider loans.

Because the owners of the Merging Entity are identical to that of the Surviving Corporation, there shall be no new issuance of stock or other equities. The ownership interest of the Surviving Corporation's shareholders shall remain the same, with the value of the Surviving Corporation being adjusted accordingly with the Surviving Corporation's acquisition and assumption of the Merging Entity's assets and liabilities.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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:

All assets titled in the name of the Merging Entity shall be transferred into the
name of the Surviving Corporation. All other assets shall be placed in the control
of the Surviving Corporation.

All liabilities of the Merging Entity, which consist primarily of tax obligations, only,
shall be assumed and paid by the Surviving Corporaiton.

The owners of both the Surviving Corporation and Merging Entity are identical,
such that there shall be no issuance or increase in the amount of authorized,
issued or outstanding stock of the Surviving Corporation.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

This provision is not applicable. The owners of both the Surviving Corporation
and the Merging Entity are identical, such that the owners of both entities will
continue to have the same rights, title and interest in the ownership of the
Surviving Corporation as they had in both entities prior to the merger. The interest
of the owners will be combined in that the balance sheet of the Surviving Corpor-
ation shall be adjusted by adding to it the assets and liabilities of the Merging
Entity.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

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