

DEC. 8. 2008 5:27PM

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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Kimberly K. Z...

MERGER OR SHARE EXCHANGE
CHRISTOPHER N. LIGORI, P.A.

RECEIVED
2008 DEC -9 AM 8:00
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TALLAHASSEE, FLORIDA

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T. HAMPTON

DEC 10 2008

EXAMINER

DIVISION OF CORPORATIONS
08 DEC -9 AM 8:42

**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>
Pali Properties, LLC	Florida	limited liability company

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SECOND: The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Christopher N. Ligori, P.A.	Florida	professional association

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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 nor more than 90 days after the date this document is filed by the Florida Department of State:

The date of filing; however, for accounting purposes, effective September 29, 2008, simultaneously with that certain Settlement Agreement dated September 10, 2008 of which the merging party is party thereto in respect of that certain action pending in the Circuit Court in and for Hillsborough County, State of Florida, Case Number 08-000188, Division: L (CBLD).

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DEC. 8. 2008 5:28PMM C S C:T C. BURKE, JR., P. A.

NO. 76881 P. 34

SIXTH: Signature(s) for Each Party:

PALI PROPERTIES, LLC
By: CHRISTOPHER N. LIGORI, P.A., its
Managing Member

By: 
Christopher N. Ligori, President

(Company Seal)

CHRISTOPHER N. LIGORI, P.A.

By: 
Christopher N. Ligori, President

(Corporate Seal)

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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>
Pali Properties, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Christopher N. Ligon, P.A.	Florida	professional association

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

This is an upstream merger of a single member disregarded limited liability company merging same, as a wholly owned subsidiary, into the surviving party professional association, intending same as a tax-free merger of a single member disregarded subsidiary limited liability company into the parent professional association.

FOURTH: 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:

The membership interests of the merging limited liability company as owned by the surviving professional association shall be retired.

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

The assets of the merging limited liability company shall be deemed owned by the surviving professional association. The liabilities of the merging limited liability company shall be deemed assumed by the surviving professional association.

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

This Certificate of Merger and corresponding Plan of Merger shall be recorded in Hillsborough County, State of Florida, constituting a transfer of the real property as owned by the merging limited liability company to the surviving professional association.