

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

L.J.C. MANAGEMENT COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

L.J.C. MANAGEMENT, L.C. A FLORIDA ENTITY

INTO

L.J.C. MANAGEMENT COMPANY, INC., a Florida entity, P01000053833.

File date: June 4, 2001

Corporate Specialist: Agnes Lunt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Of
L.J.C. Management, L.C., a Florida Limited Liability Company
into
L.J.C. Management Company, Inc., a Florida Corporation,

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>
<u>L.J.C. Management, L.C.</u>	<u>Florida</u>	<u>limited liability company</u>
<u>4045 South Tamiami Trail</u>		
<u>Sarasota, Florida 34231</u>		
Florida Document/Registration Number: <u>L98000003136</u>		FEI Number: <u>65-0882921</u>

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>
<u>L.J.C. Management Company, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>4045 South Tamiami Trail</u>		
<u>Sarasota, Florida 34231</u>		
Florida Document/Registration Number: <u>P01000653833</u>		FEI Number: <u>applied for</u>

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: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective 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.

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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 the date the Articles of Merger are filed with Florida Department of State.

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:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>L.J.C. Management, L.C.</u>		<u>L. Jermaine Collins, Managing Member</u>
<u>L.J.C. Management Company, Inc.</u>		<u>L. Jermaine Collins, President</u>

(Attach additional sheet(s) if necessary)

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Agreement And Plan Of Merger
OF
L.J.C. Management, L.C., a Florida Limited Liability Company
into
L.J.C. Management Company, Inc., a Florida Corporation,

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>	
<u>L.J.C. Management, L.C.</u>	<u>Florida</u>	<u>Limited liability company</u>
<u>4045 South Tamiami Trail</u>		
<u>Sarasota, Florida 34231</u>		
Florida Document/Registration Number: <u>L98000003136</u>		FEI Number: <u>65-088299</u>
hereinafter referred to as "the LLC".		

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 TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	
<u>L.J.C. Management Company, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>4045 South Tamiami Trail</u>		
<u>Sarasota, Florida 34231</u>		
Florida Document/Registration Number: <u>P01000053833</u>		FEI Number: <u>applied for</u>
hereinafter referred to as "the Corporation" or the "Surviving Corporation".		

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

A. Members' Meetings; Filings; Effects of Merger.

1. Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the members of the LLC and of the Corporation and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Law of The Corporation. The Merger shall become effective on the date of filing.

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2. Certain Effects of Merger. On the Effective Date, the separate existence of the LLC shall cease, and the LLC shall be merged into the Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of the LLC; and all and singular, the rights, privileges, powers and franchises of the LLC, and all property, real, personal, and mixed, and all debts due to the LLC on whatever account, and all other things in action or belonging to the LLC, shall be vested in the Corporation as the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the LLC, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the LLC, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the LLC shall be preserved unimpaired, and all debts, liabilities, and duties of the LLC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the LLC or the corresponding officers of the Surviving Corporation, may, in the name of the LLC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the LLC's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be L.J.C. Management Company, Inc., a Florida Corporation.

3.2 Certificate of Incorporation. The Certificate of Incorporation of The Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3.3 By-Laws. The By-Laws of The Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

4. Status of Members Conversion of Securities

The Members of the LLC are the same Members and in the same percentages as the current Members of the Corporation and the current membership of the Corporation will, thus, remain the same with the membership in the LLC being terminated as of the effective date of the merger.

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5. Miscellaneous

5.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the filing of the Merger, and whether before or after approval of this Agreement of Merger by the members of the LLC, if the members of the LLC or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

5.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

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:

Each of the 100 outstanding Units of ownership of the LLC shall be converted into one (1) share of the common stock in the corporation.

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:

No rights to acquire interests in the merged party are outstanding.

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:

Name(s) and Address(es) of General Partner(s)
Document/Registration Number

General Partner is a Non-Individual,
The Corporation

Not applicable.

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 manager(s) are as follows:

Not applicable.

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-The Corporation business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.


EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

None.

In Witness Whereof, the undersigned have executed this agreement, to be effective upon filing.

L.J.C. Management, L.C.
a Florida Limited Liability Company


L. JERMAINE COLLINS
Managing Member

L.J.C. Management Company, Inc.
a Florida Corporation


L. JERMAINE COLLINS
President

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