

PO4 000107949

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

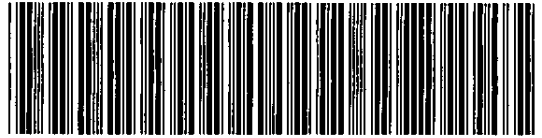
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/13/07--01045--016 **35.00

11/27/07--01005--022 **35.00

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TALLAHASSEE, FLORIDA

PO4-107949
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2007

LAURA ANTHONY
330 CLEMATIS STREET, SUITE 217
WEST PALM BEACH, FL 33401

SUBJECT: BURKE BRANDS, INC.
Ref. Number: P04000107949

We have received your document for BURKE BRANDS, INC. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file the merger is \$60.00. The fee is \$35.00 for each party in the merger.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 907A00065739

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Burke Brands, LLC

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

c/o Laura Anthony, Esquire

(Contact Person)

Legal & Compliance, LLC

(Firm/Company)

330 Clematis Street, Suite 217

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

For further information concerning this matter, please call:

Laura Anthony, Esq.

(Name of Contact Person)

at (561) 514-0936

(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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**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>
Burke Brands, Inc.	Florida	corporation
104-167949		

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>
Burke Brands, LLC	Delaware	limited liability company

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.

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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:

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:

c/o 503 NE 189th Street

Miami, Florida 33179

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:
Burke Brands, LLC		Darron Burke
Burke Brands, Inc.		Darron Burke

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

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>
Burke Brands, Inc.	Florida	corporation

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>
Burke Brands, LLC	Delaware	limited liability company

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

The Certificate of Formation and Operating Agreement of the surviving party shall be the certificate of Formation without amendment thereto.

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(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:

Each share of the non-surviving party shall automatically be converted
into Class A membership interests of the surviving party without further
action by the shareholders.

(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:

(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:

(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:

Darron Burke, 503 NE 189th Street, Miami, Florida 33179

(Attach additional sheet if necessary)

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

An executed copy of the Agreement of Merger is on file an the principal office of the Surviving Entity

at 503 NE 189th Street, Miami, Florida 33179 and such executed Agreement of Merger or a copy thereof will be furnished by the Surviving Entity,

on request and without cost, to any stockholder or member of either the Surviving Entity or the non-Surviving Entity

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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