

P05000135777

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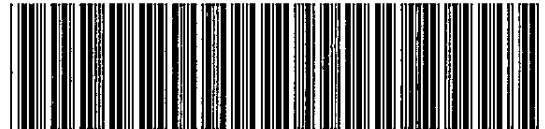
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032
REFERENCE : 627716 4802694
AUTHORIZATION : *Patricia Pigott*
COST LIMIT : \$ 68.75

ORDER DATE : September 30, 2005
ORDER TIME : 1:26 PM
ORDER NO. : 627716-010
CUSTOMER NO: 4802694

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ARTICLES OF MERGER

BARTRAM & BRACKENHOFF OF
FLORIDA. L.C.

298000000607

INTO

D. LACZ OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

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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:

Name and Street Address

Jurisdiction

Entity Type

1. D. Lacz of Florida, Inc.

Florida

business corporation

304 SE 20th Street

Ft. Lauderdale, FL 33316

Florida Document/Registration Number: P05000135777

FEI Number: _____

2. Bartram & Brakenhoff of Florida, L.C.

Florida

limited liability company

304 SE 20th Street

Ft. Lauderdale, FL 33316

Florida Document/Registration Number: L98000000607

FEI Number: 650834878

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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>D. Lacz of Florida, Inc.</u>	<u>Florida</u>	<u>business corporation</u>
<u>304 SE 20th Street</u>		
<u>Ft. Lauderdale, FL 33316</u>		

Florida Document/Registration Number: P05000135777 FEI Number: _____

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.

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.

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

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

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>
D. Lacz of Florida, Inc.	Florida
Bartram & Brakenhoff of Florida, L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
D. Lacz of Florida, Inc.	Florida

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

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Paragraph 3 of Exhibit A attached hereto and made a part hereof.

- 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:

(Attach additional sheet(s) if necessary)

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)

Not applicable

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Not applicable

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:

Not applicable

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

Not applicable

(Attach additional sheet(s) if necessary)

EXHIBIT A
TO
PLAN OF MERGER
OF
BARTRAM & BRAKENHOFF OF FLORIDA, L.C.
(a Florida limited liability company)
WITH AND INTO
D. LACZ OF FLORIDA, INC.
(a Florida corporation)

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

1. Merger. Bartram & Brakenhoff of Florida, L.C., a Florida limited liability company (hereinafter referred to as the "Merged Company") shall merge with and into D. Lacz of Florida, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Company, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

3. Conversion of Membership Interests. The manner and basis of converting the membership interests of the Merged Company into shares of the Surviving Corporation are as follows:

(a) All of the membership interest of the Merged Company outstanding on the effective date of the merger shall be canceled, and no payment shall be made with respect thereto.

(b) Each share of common stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, shall continue to be the Articles of Incorporation of said Surviving Corporation following the effective date of the merger, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act, provided, however, that the Articles of Incorporation shall be amended to change the name of the Surviving Corporation to "Bartram & Brakenhoff of Florida, Inc." as of the effective date of the merger.

5. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation shall continue to be its By-laws following the effective date of the merger.

6. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation following the effective date of the merger.

7. Director and Officers. The sole director and officers of the Surviving Corporation on the effective date of the merger shall continue as the sole director and officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Company shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith."