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06 APR 28 AM 9:36

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Morgan
No Act

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Doran Florida III, Inc.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Christopher H. Saia

(Contact Person)

The Law Offices of Christopher H. Saia, P.A.

(Firm/Company)

140 NE 2nd Avenue

(Address)

Miami, FL 33132

(City, State and Zip Code)

For further information concerning this matter, please call:

Christopher H. Saia

(Name of Contact Person)

at (786) 888-6348

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2006

CHRISTOPHER H. SAIA
THE LAW OFFICES OF CHRISTOPHER H. SAIA
140 NE 2ND AVE.
MIAMI, FL 33132

SUBJECT: DORAN FLORIDA III, INC.
Ref. Number: P06000055929

We have received your document for DORAN FLORIDA III, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

The document was received on April 28, 2006. Therefore, the effective date cannot be prior to April 28, 2006.

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) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 906A00032830

The Law Offices of Christopher H. Saia, PA

Attorneys and Counselors at Law

Writer's Direct Line: (786) 888-6848

Writer's E-Mail Address: christopher@saia-law.com

16 May 2006

VIA FedEx

Tracking No. 792099829132

Division of Corporation

Attention: Brenda Tadlock

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301


RE: P06000055929

Dear Brenda:

I enclose the Articles of Merger as well as the Plan of Merger for Doran Florida III, Inc. with requested changes.

Please call should you have any questions or comments.

Very truly yours,


Stephanie Aycart

Encl/

ARTICLES OF MERGER OF

L05- 71532 DORAN FLORIDA II, A FLORIDA LIMITED LIABILITY COMPANY

MERGING INTO

P06- 55929

DORAN FLORIDA III, A FLORIDA CORPORATION

FILED
4/28/06

(Pursuant to Sections 607.1101 et seq. and Sections 608.438 et seq. of the Florida Statutes)

1. The undersigned corporation and company, being validly and legally formed under the laws of the States of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is DORAN FLORIDA III, , a Florida corporation.

3. The Plan of Merger of the undersigned corporation and company was adopted pursuant to Sections 607.1101 et seq. and Sections 608.438 et seq. of the Florida Statutes.

4. The Plan of Merger will become effective at the close of business on 28 April 2006.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by all of the Board of Directors and shareholders of Doran Florida III, Inc., a Florida corporation, on 20 April 2006.

7. The Plan of Merger was adopted by all of the Members of Doran Florida II, LLC, a Florida limited liability company on 20 April 2006.

8. The Plan of Merger calls for an exchange and issuance of the membership interests for corporate common stock to be effected in accordance with the Plan of Merger, a copy of which is available without charge at the principal offices of the surviving company, Doran Florida III, a Florida corporation, 1400 Barlow Court, Palm Beach Gardens, FL 33410. The Plan of Merger is attached as Exhibit "A".

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 APR 28 AM 9:36

DATED: 20 April 2006.

Doran Florida III, Inc., a Florida corporation

By: 

Bryan Schimmel, as a member of the
Board of Directors and as a shareholder

By: _____

George Starr, as a member of the Board
of Directors and as a shareholder

Doran Florida II, LLC, a Florida limited liability
company

By: _____

George Starr, as a member

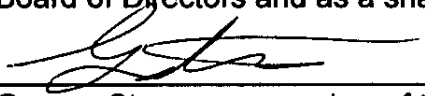
By: 

Bryan Schimmel as a member

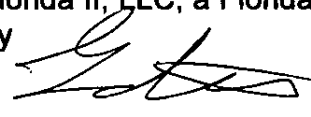
DATED: 20 April 2006.

Doran Florida III, Inc., a Florida corporation

By: _____
Bryan Schimmel, as a member of the
Board of Directors and as a shareholder

By:  _____
George Starr, as a member of the Board
of Directors and as a shareholder

Doran Florida II, LLC, a Florida limited liability
company

By:  _____
George Starr, as a member

By: _____
Bryan Schimmel as a member

PLAN OF MERGER

PLAN OF MERGER dated as of 20 April 2006, between DORAN FLORIDA III, INC., a Florida corporation ("Doran Florida III"), the surviving corporation, and DORAN FLORIDA II, LLC, a Florida limited liability company ("Doran Florida II"), the absorbed limited liability company.

STIPULATIONS

A. Doran Florida III is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1400 Barlow Court, Palm Beach Gardens, FL 33410.

B. Doran Florida II is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1400 Barlow Court, Palm Beach Gardens, FL 33410.

C. The Board of Directors and Shareholders of Doran Florida III and the Members of Doran Florida II deem it desirable and in the best interests of the corporation and the company that Doran Florida II be merged into Doran Florida III pursuant to the provisions of Sections 607.1101 et seq. and Sections 608.438 et seq. of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent companies agree as follows:

SECTION ONE: MERGER. Doran Florida II shall merge with and into Doran Florida III, which shall be the surviving corporation effective 28 April 2006.

SECTION TWO: TERMS AND CONDITIONS. Effective as of 28 April 2006, the separate existence of Doran Florida II shall cease, and Doran Florida III shall succeed to the corporate name, all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Doran Florida II, without the necessity for any separate transfer. Doran Florida III shall thereafter be responsible and liable for all liabilities and obligations of Doran Florida II, and neither the rights of creditors nor any liens on the property of Doran Florida II shall be impaired by the merger.

SECTION THREE: CONVERSION OF SHARES. The manner and basis of converting the Membership interests of Doran Florida II into Common Stock of Doran Florida III is as follows:

(a) The Membership interests in Doran Florida II shall be cancelled and in their stead, the members of Doran Florida II shall be given shares of common stock in Doran Florida III so that Bryan Schimmel has 56 shares in Doran Florida III and

George Schimmel has 44 shares in Doran Florida III.

(b) The conversion shall be effected as follows:

After the effective date of the merger, each member in Doran Florida II shall surrender any interest it has (including any certificates held by it) to Doran Florida III or its duly appointed agent, in such manner as Doran Florida III shall legally require. On receipt of such membership interest, Doran Florida III shall issue and exchange therefor shares in Doran Florida III so that each of the members of Doran Florida II shall own the exact same ownership interest in Doran Florida III as they had owned in Doran Florida II.

SECTION FOUR: CHANGES IN ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation, Doran Florida III, shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE: CHANGES IN BY-LAWS. The By-Laws of the surviving corporation shall continue to be its By-Laws following the effective date of the merger.

SECTION SIX: BOARD OF DIRECTORS. The Board of Directors of Doran Florida III, shall remain the Board of Directors of Doran Florida III, to wit, Bryan Schimmel and George Starr.

SECTION SEVEN: NAME AND RESIDENCE OF AGENT OF LIMITED LIABILITY COMPANY. Bryan Schimmel, 1400 Barlow Court, Palm Beach Gardens, Palm Beach County, Florida being the County in which the principal office of said Doran Florida III is to be located, shall be the person on whom process, tax notices, and demands against said Doran Florida III, or either of the said constituent companies, may be served.

SECTION EIGHT: PROHIBITED TRANSACTIONS. None of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving limited liability company may take all action necessary or appropriate under the laws of the appropriate state to consummate this merger.

SECTION NINE: APPROVAL BY MEMBERS. This Plan of Merger shall be submitted for the approval of all of the members of Doran Florida II and the Board of Directors and Shareholders of Doran Florida III in the manner provided by the applicable laws of the State of Florida at a meeting to be held on or before 28 April 2006, or at such other time as to which the members and shareholders and board of directors of the constituent companies may agree.

SECTION TEN: EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the close of business on 28 April 2006.

SECTION ELEVEN: ABANDONMENT OF MERGER. This Plan of Merger

may be abandoned by action of the Board of Directors or the Managing Members of either the surviving corporation or the absorbed limited liability company at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving corporation or the members of the absorbed limited liability company on or before 28 April 2006; or

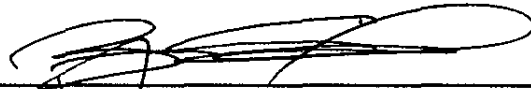
(b) If, in the judgment of the Managing Member of Doran Florida II or the Board of Directors of Doran Florida III, the merger would be impracticable under the laws of the State of Florida.

SECTION TWELVE: EXECUTION OF AGREEMENT. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument. This Plan of Merger may be executed by facsimile, which in all cases shall be deemed to be an original.

(Intentionally left blank)

Executed and sealed by all of the shareholders and Board of Directors of
Doran Florida III and the members of Doran Florida II on the date first above written.

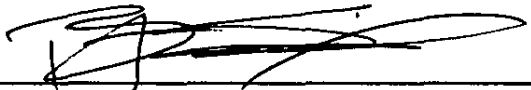
Doran Florida II, LLC, a Florida limited liability
company



Bryan Schimmel, Managing Member

George Starr, member

Doran Florida III, Inc., a Florida corporation



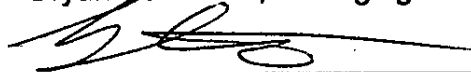
Bryan Schimmel, Board of Director and
stockholder

George Starr, Board of Director and
stockholder

Executed and sealed by all of the shareholders and Board of Directors of
Doran Florida III and the members of Doran Florida II on the date first above written.

Doran Florida II, LLC, a Florida limited liability
company

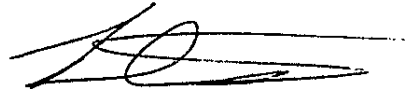
Bryan Schimmel, Managing Member



George Starr, member

Doran Florida III, Inc., a Florida corporation

Bryan Schimmel, Board of Director and
stockholder

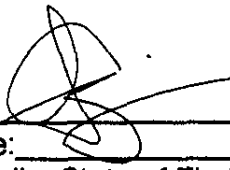


George Starr, Board of Director and
stockholder

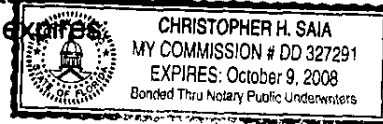
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of April 2006, by George Starr, a member of Doran Florida II, LLC and as a member of the board of directors and shareholder of Doran Florida III, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

(SEAL)



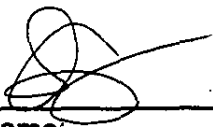
Print name: _____
Notary Public, State of Florida
My Commission expires: _____



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of April 2006, by Bryan Schimmel, a member of Doran Florida II, LLC, a Florida limited liability company and as a member of the board of directors and shareholder of Doran Florida III, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

(SEAL)



Print name: _____
Notary Public, State of Florida
My Commission expires: _____

