

P92000005809

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

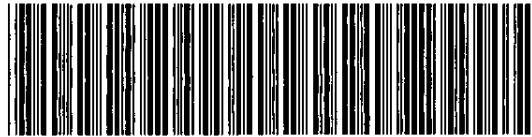
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600138160406

11/24/08--01027--014 **90.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

J. BRYAN

NOV 25 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Showplace Interiors, Inc.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Janet M. Cyr, Esq.

(Contact Person)

Jack B. Owen, Jr., P.A.

(Firm/Company)

4500 PGA Blvd., Suite 304B

(Address)

Palm Beach Gardens, FL 33418

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

For further information concerning this matter, please call:

Janet M. Cyr at (561) 622-4521
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

**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>
LaTour Enterprises, LLC	Florida	Limited Liability Company
#L05000096818		

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>
Showplace Interiors, Inc.	Florida	Corporation
#P92000005809		

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 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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

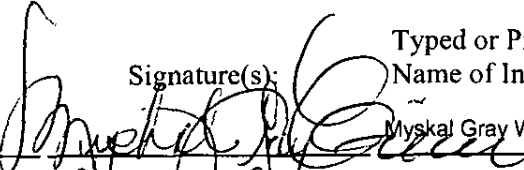

Street address: _____

Mailing address: _____

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
LaTour Enterprises, LLC		Myskal Gray Wiener, Member
Showplace Interiors, Inc.		Patrick Wiener, President

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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

FILED
RECEIVED
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

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>
LaTour Enterprises, LLC	Florida	Limited Liability Company

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>
Showplace Interiors, Inc.	Florida	Corporation

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

Upon filing of the Certificate of Merger with the Florida Division of Corporations, LaTour Enterprises, LLC, shall cease to exist and Showplace Interiors, Inc. shall succeed to all of the rights, privileges and immunities; shall obtain all of the property, real, personal, and mixed, without the necessity for a separate transfer; and shall be responsible and liable for all liabilities and obligations of LaTour Enterprises, LLC, and neither the rights of creditors nor any liens on the property of LaTour Enterprises, LLC, if any, shall be impaired by the merger.

(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:

One (1) member unit of LaTour Enterprises, LLC shall be surrendered
for one (1) share of Showplace Interiors, Inc.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

N/A

(Attach additional sheet if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41

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

None.

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 24 PM 1:41