

P92000015412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

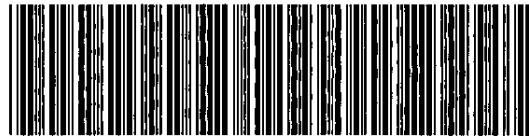
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TALLAHASSEE, FLORIDA

**GARLICK, STETLER & PEEPLES LLP**  
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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August 3, 2007

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Merger – Warren D. Jalving, Inc.  
Our File No: 848.004

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07 AUG -9 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Certificate of Merger and Plan of Merger which merges 4515 Cleveland Avenue, LLC into Warren D. Jalving, Inc. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$60.00 is attached to the filing which represents the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,



Andrew G. Elliott

AGE/jpw  
Enclosures

cc: Warren D. Jalving, Inc.

### CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with 608.4382 and 607.1109 Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for each merging party are as follows:

Name and Address	Jurisdiction	Entity Type	FEI Number
4515 Cleveland Avenue, LLC	Florida	Limited liability company	26-0107443 <i>L05000001799</i>
Warren D. Jalving, Inc.	Florida	Corporation for profit	65-0377079 <i>P92000015412</i>

**SECOND:** The exact name, jurisdiction and entity type of the surviving party are as follows:

Name and Address	Jurisdiction	Entity Type	FEI Number
Warren D. Jalving, Inc.	Florida	Corporation for profit	65-0377079

**THIRD:** The attached Plan of Merger was approved by each domestic business entity that is a party to the merger in accordance with Chapter 607 and 608, Florida Statute.

**FOURTH:** There are no business entities that are a party to this merger, which are not formed under or governed by the laws of the State of Florida.

**FIFTH:** The merger shall become effective as of:

The date that this Certificate of Merger is filed with the Florida Secretary of State

**SIXTH:** The surviving entity was formed under and currently is governed by the laws of the State of Florida. The surviving party's principal office address is:

Warren D. Jalving, Inc.  
4515 S. Cleveland Avenue  
Fort Myers, Florida, 33907-1313

**SEVENTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation or bylaws of any corporation or articles of organization or operating agreement of any limited liability company that is a party to the merger.

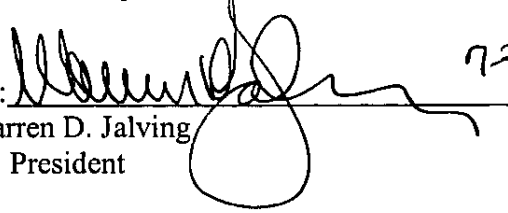
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TALLAHASSEE, FLORIDA

**EIGHTH:** This Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

**MERGING PARTY**

**4515 CLEVELAND AVENUE,  
LLC, a Florida limited liability  
company**

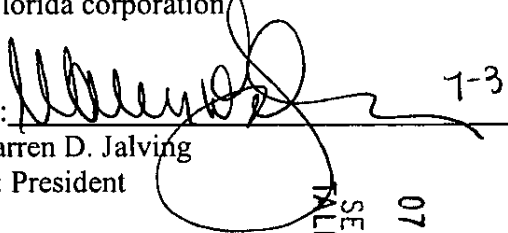
By: **WARREN D. JALVING, INC.**  
a Florida corporation, Sole Member

By:   
Warren D. Jalving  
Its: President

7-31-07

**SURVIVING PARTY**

**WARREN D. JALVING, INC.,**  
a Florida corporation

By:   
Warren D. Jalving  
Its: President

7-31-07

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following Plan of Merger dated this 31 day of July, 2007, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and Section 607.1108 is being submitted in accordance with Section 608.438 and Section 607.1109, Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for each merging party are as follows:

Name and Address	Jurisdiction	Entity Type	FEI Number
4515 Cleveland Avenue, LLC	Florida	Limited liability company	26-0107443
Warren D. Jalving, Inc.	Florida	Corporation for profit	65-0377079

**SECOND:** The exact name, jurisdiction and entity type of the surviving party are as follows:

Name and Address	Jurisdiction	Entity Type	FEI Number
Warren D. Jalving, Inc.	Florida	Corporation for profit	65-0377079

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

- (a) Any and all membership units of the membership interest of 4515 Cleveland Avenue, LLC shall be surrendered to Warren D. Jalving, Inc. for cancellation, and no shares of Warren D. Jalving, Inc. shall be issued.
- (b) All the issued and outstanding shares of Warren D. Jalving, Inc. shall remain unchanged in the hands of the holder thereof as issued and outstanding shares of Warren D. Jalving, Inc.
- (c) The Articles of Incorporation and Bylaws of Warren D. Jalving, Inc. shall remain unchanged until amended or changed as provided therein or as provided by law.
- (d) The separate existence of 4515 Cleveland Avenue, LLC shall cease and Warren D. Jalving, Inc. shall become the owner, without other transfer, of all the rights and property of 4515 Cleveland Avenue, LLC and Warren D. Jalving, Inc. shall become subject to all the liabilities, obligations and penalties of the merged entity.

**FOURTH:** Warren D. Jalving, Inc. owned 100% of the outstanding membership units of 4515 Cleveland Avenue, LLC prior to this merger. Any and all membership units of

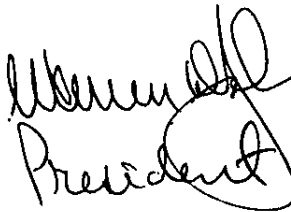
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TALLAHASSEE, FLORIDA

the membership interest of 4515 Cleveland Avenue, LLC shall be surrendered to Warren D. Jalving, Inc. for cancellation, and no shares of Warren D. Jalving, Inc. shall be issued. All the issued and outstanding shares of Warren D. Jalving, Inc. shall remain unchanged in the hands of the holder thereof as issued as the outstanding shares of Warren D. Jalving, Inc.

**FIFTH:** Warren D. Jalving, Inc. the surviving entity, was formed under and currently is governed by the laws of the State of Florida. It is to be managed by its officers, the names and addresses of whom are as follows:

President, Treasurer, and Secretary:  
Warren D. Jalving  
4515 S. Cleveland Avenue  
Fort Myers, Florida, 33907-1313

**SIXTH:** The merger shall be effective as of the date of the filing of the Articles of Merger with the Secretary of State of the State of Florida.

  
President 7/31/07

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