

CT CORPORATION SYSTEM

P93000015262

(6)

CORPORATION(S) NAME

10/4 merger CC

Reserve Corporation merging into: Bella7, LLC

P93-15262

02 OCT -4 PM 1:51  
STATE  
TALLAHASSEE FLORIDA

FILED

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit                 |   |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

02 OCT -4 PM 12:03  
RECEIVED

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

10/4/02

MS

Order#: 5626217

300008208619--1

-10/04/02--01052--011

Ref#:

\*\*\*\*\*90.00 \*\*\*\*\*90.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RESERVE CORPORATION, P930000015262, a Florida Corporation

INTO

**BELLA7, LLC.** entity not qualified in Florida

File date: October 4, 2002

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER  
OF  
RESERVE CORPORATION  
WITH AND INTO  
BELLA7, LLC

FILED  
02 OCT -4 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, the undersigned hereby certify that:

1. Reserve Corporation, a Florida corporation ("Reserve"), shall be merged with and into Bella7, LLC, a Delaware corporation, ("Bella"), which shall be the Surviving Corporation.
2. The Agreement and Plan of Merger dated as of September 18, 2002, pursuant to which the Merger was approved, a copy of which is attached hereto, was adopted by Reserve and Bella in accordance with Section 608 of the Florida Statutes and Section 251 of the Delaware General Corporation Law.
3. The Certificate of Formation of the Surviving Corporation shall be the Certificate of Formation of the corporation surviving the Merger.
4. The Surviving entity, agrees to pay the dissenting shareholders, partners, and or members or each domestic corporation, partnership and/or limited liability company that is party to the merger, the amount, if any, to which they are entitled.
5. The Merger shall become effective on the day these Articles of Merger have been filed with the Secretary of State of Florida.
6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this  
28<sup>th</sup> day of September, 2002.

Bella7, LLC

A handwritten signature in black ink, appearing to read 'M. Ullmann', written over a horizontal line.

M. Ullmann, Secretary  
Authorized Representative  
For Member, Johnson & Johnson

Reserve Corporation

A handwritten signature in black ink, appearing to read 'J.R. Hilton', written over a horizontal line.

J.R. Hilton, Vice President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into between Bella7, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, herein called the surviving limited liability company and Reserve Corporation, a corporation duly organized and existing under the laws of the State of Florida, herein called the merging corporation.

1. The merging corporation shall be merged into the surviving company.
2. There are no amendments to the operating agreement of the surviving limited liability company to be effected by the merger.
3. The terms and conditions of the merger are as follows:
  - (a) The operating agreement of Bella7, LLC as it exists on the effective date of the merger shall be and remain the operating agreement of the limited liability company surviving the merger until the same shall be altered, amended and repealed as therein provided.
  - (b) The officers of the surviving limited liability company shall continue in office until the member designates their successors.
  - (c) At the effective time of the merger, all property, rights, privileges and other asset of every kind and description of Reserve Corporation shall be transferred to, vested in and devolve upon Bella7, LLC without further act or deed.
  - (d) This merger shall become effective upon filing with the Secretary of State.
4. All of the membership interests in Bella7, LLC are owned and will be owned at the effective time of the merger by Johnson & Johnson, a New Jersey corporation, and all of the shares of Reserve Corporation are owned and will be owned at the effective time of the merger by Johnson & Johnson, a New Jersey corporation. At the effective time of the merger, all of the issued and outstanding shares of Reserve Corporation shall be canceled and no shares of the survivor shall be issued and exchanged therefor.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger on this 18th day of September, 2002.

**Bella7, LLC**

By   
S. Hirt, Vice President

**Reserve Corporation**

By   
J. R. Hilton, Vice President