

Document Number Only

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C T CORPORATION SYSTEM

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\*\*\*\*\*60.00 \*\*\*\*\*60.00

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

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\*\*\*\*\*30.00 \*\*\*\*\*30.00

CORPORATION(S) NAME

Bellestar Management Corp.  
merging into: Bellestar Management, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 27 PM 4: 58

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☐ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☐ Pick Up

993-51563

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4/27

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THANKS

LAURA EAGLEST

DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR 27 PM 12: 01

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ARTICLES OF MERGER

OF

BELLESTAR MANAGEMENT CORP.,  
a Florida corporation

AND

BELLESTAR MANAGEMENT, LLC,  
a Delaware limited liability company

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1103, 607.1105, and 607.1109 of the Florida Business Corporation Act (the "FBCA"), Bellestar Management Corp., a Florida Corporation (the "Merging Entity"), and Bellestar Management, LLC, a Delaware limited liability company (the "Surviving Entity") adopted on the 26th day of April, 2000, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

**FIRST:** That the name, street address of its principal office, jurisdiction and entity type of the Merging Entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bellestar Management Corp. 6001 Broken Sound Parkway, N.W. Suite 408 Boca Raton, Florida 33487	Florida	Corporation

893-51563

**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bellestar Management, LLC 6001 Broken Sound Parkway, N.W. Suite 408 Boca Raton, Florida 33487	Delaware	Limited Liability Company

**THIRD:** The Plan of Merger, attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA, providing for the merger of the Merging Entity with and into the Surviving Entity, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and each foreign entity that is a party to the merger in accordance with the respective laws of the State of Delaware.

**FOURTH:** Pursuant to Section 607.1103, the Plan of Merger was adopted by unanimous consent of the board of directors and shareholders of the Merging Entity and the managers and members of the Surviving Entity on April 26, 2000.

**FIFTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

**SIXTH:** Pursuant to Section 607.1109, the Surviving Entity is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of the Merging Entity.

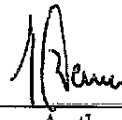
**IN WITNESS WHEREOF,** the undersigned have caused these Articles of Merger to be duly executed this 26 day of April, 2000.

**BELLESTAR MANAGEMENT CORP.**



Jean Blanchard, President

**BELLESTAR MANAGEMENT, LLC**



Jean Blanchard, an Authorized Person

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TALLAHASSEE, FLORIDA

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan and Agreement") is hereby adopted by **BELLESTAR MANAGEMENT, LLC**, a Delaware limited liability company (the "Company"), for the purpose of merging **BELLESTAR MANAGEMENT CORP.**, a Florida corporation ("BMC"), with and into Company, with Company being the surviving company (the "Merger").

NOW, THEREFORE, the Company hereby approves and adopts this Plan providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, BMC shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of BMC shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA (the "Effective Time"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes and approved by BMC in accordance with Chapter 607, Florida Statutes. The sole Shareholder of BMC has consented to the Merger.

2. Governing Documents.

a. The Articles of Organization of the Company, as in effect immediately prior to the Effective Time shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Operating Agreement of the Company as in effect immediately prior to the Effective Time shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Directors. The persons who are officers and directors of Company immediately prior to the Effective Time shall not be officers and directors of the Surviving Company. Rather, Jean Blanchard shall continue as the Sole Manager of the Surviving Company.

4. Name. The name of the Surviving Company shall be **BELLESTAR MANAGEMENT, LLC**.

5. Addresses. The address of Company is 6001 Broken Sound Parkway, NW, Suite 408, Boca Raton, Florida 33487. The address of BMC is 6001 Broken Sound Parkway, NW, Suite 408, Boca Raton, Florida 33487.

6. Registered Agent and Jurisdiction of Surviving Company. The Surviving Company is to be governed by the laws of the State of Delaware and the address of its registered office in the State of Delaware shall be 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address shall be The Corporation Trust Company.

7. Succession. At the Effective Time, the separate corporate existence of BMC shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of BMC, and all property, real, personal and mixed, and all debts due to BMC on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Capitalization of Surviving Company; Conversion of Shares; Dissenter's Rights. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

The 1,000 shares of BMC common stock outstanding immediately prior to the Effective Time shall be converted into 667 shares of Voting Stock of the Surviving Company. No other shares of stock of BMC are outstanding at the time of the merger.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The Company is managed by managers. The name and address of the sole manager of the Company is:

Jean Blanchard  
6001 Broken Sound Parkway, NW  
Suite 408  
Boca Raton, Florida 33487

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TALLAHASSEE, FLORIDA

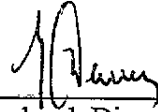
10. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

11. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement this 26th day of April, 2000.

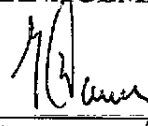
SIGNATURE LINES CONTINUED ON NEXT PAGE

**BELLESTAR MANAGEMENT CORP.**



Jean Blanchard, Director

**BELLESTAR MANAGEMENT, LLC**



Jean Blanchard, Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BELLESTAR MANAGEMENT CORP., A FLORIDA ENTITY, P93000051563  
,

INTO

**BELLESTAR MANAGEMENT LLC.** a Delaware entity not qualified in Florida  
,

File date: April 27, 2000

Corporate Specialist: Tammi Cline