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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

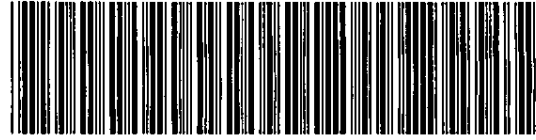
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

C. LEWIS
NOV 27 2013
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 27, 2013

THE COHRS LAW GROUP, P.A. / ATTN DENIS A. COHRS
1901 ULMERTON ROAD SUITE 425
CLEARWATER, FL 33762

SUBJECT: GUARINO & ASSOCIATES, CPA'S, P.A.
Ref. Number: P96000080507

We have received your document for GUARINO & ASSOCIATES, CPA'S, P.A. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Both companies must be active on our records to file the merger. The LLC is administratively dissolved.

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) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 613A00027356

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD•SUITE 425•CLEARWATER•FLORIDA•33762
VOICE (727) 540-0001•FAX (727) 540-0027
E-MAIL dcohrs@cohrs.com

Denis A. Cohrs, Esq.
Joanna B. Ozkaya, Esq.
Robert B. Hicks, Esq., of counsel

November 19, 2013

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

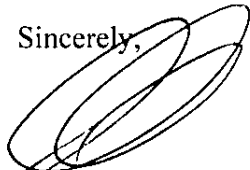
**RE: Plan and Articles of Merger
Guarino & Associates, CPA's, P.A. / 7235 1st Ave. S., LLC**

Dear Sirs:

Enclosed herewith are an original and one (1) copy of the Plan and Articles of Merger for Guarino & Associates, CPA's, P.A., as the surviving entity, merging into it 7235 1st Ave. S., LLC. Also enclosed herewith is this firm's check in the amount of \$60.00, representing the required filing fee for the enclosed Plan and Articles of Merger. A postage paid return envelope is enclosed for your use in forwarding to this office a file stamped copy of the Plan and Articles of Merger.

Should you have any questions concerning this matter, please feel free to call.

Sincerely,



Denis A. Cohrs

DAC/tr
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND ARTICLES OF MERGER

P9600008050
30th
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THIS PLAN AND ARTICLES OF MERGER is made and entered into this 30th day of September, 2013, by and between **Guarino & Associates, CPA's, P.A.**, a professional services corporation organized and existing under the laws of the State of Florida, whose address is 7235 - 1st Avenue South, St. Petersburg, FL 33707 (hereinafter referred to as "Surviving Corporation"), and **7235 1st Ave. S., LLC**, a limited liability company organized and existing under the laws of the State of Florida, whose address is 7235 - 1st Avenue South, St. Petersburg, FL 33707 (hereinafter referred to as "Merged Company").

RECITALS

- A. Surviving Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida reflecting a date of incorporation of September 25, 1996, has authorized common capital stock of 10,000 shares, \$1.00 par value, of which 100 shares are issued and outstanding on the date of the execution hereof.
- B. Merged Company, by its Articles of Organization, which were filed in the office of the Secretary of State of Florida on September 27, 2012, has one hundred percent (100%) of its Membership Interest issued and outstanding on the date of the execution hereof.
- C. The Board of Directors and Members of each of the parties hereto deem it advisable and in the best interest of the respective members and shareholders that Merged Company should be merged into Surviving Company, pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Company is merged into Surviving Corporation, and Surviving Corporation merges Merged Company into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

ARTICLE I

1. Merger.

Merged Company shall be and is hereby merged into Surviving Corporation. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

ARTICLE II

2. Conversion of Membership Interest. The membership interests of Merged Company, authorized, issued and outstanding on the effective date of the merger shall, by virtue of the merger and without further action on the part of the holder, become a part of the outstanding common capital stock of Surviving Corporation.

ARTICLE III

3. Terms of Merger.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(b) Upon the effective date of this merger, the separate existence of Merged Company shall cease, and Merged Company shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging corporations, and shall have all of the rights, privileges, powers and franchises of each of the merging corporations; and all property, real, personal and mixed, and all debts due to each of the merging corporations shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of the merging corporations and all and every other interest of them shall be thereafter the property of Surviving Corporation as they were of the respective merging corporations; and the title to real estate, whether by deed or otherwise, vested in any of the merging corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging corporations shall be preserved unimpaired; and all debts, liabilities and duties of Merged Company shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County and State in which real property, if any, of Merged Company is situated.

(c) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Company, the proper officers and directors of Merged Company shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

ARTICLE IV

4. Amendment.

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this plan and Articles of Merger or which may be contained in the Articles of Incorporation of Surviving Corporation, in the manner now and hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE V

5. Filing and Effective Date.

(a) Upon the approval of this Plan and Articles of Merger by the Members of the Merging Company in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida.

(b) This merger shall be effective on the date of its execution at 11:59pm subject to this Plan and Articles of Merger being filed with the Secretary of State of the State of Florida.

ARTICLE VI

6. Counterparts.

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

ARTICLE VII

7. This Plan and Articles of Merger were Approved and Adopted by unanimous vote of all of the Members, Shareholders and all of the Directors of both the Merged Company and Surviving Corporation contemporaneous with the execution of this Plan and Articles of Merger.

[Signature Page Follows]

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature Page]

IN WITNESS WHEREOF, the parties hereto have caused this plan and Articles of Merger to be executed by the Managing Member of the Merged Company and the President of the Surviving Corporation, pursuant to authority given by their respective Members, Boards of Directors and Shareholders as follows:

7235 1st Ave. S., LLC
a Florida limited liability company

By: 

John Guarino, Managing Member

Guarino & Associates, CPA's, P.A.,
a Florida professional association

By: 

John Guarino, President