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TRENAM KEMKER

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MERGER OR SHARE EXCHANGE

REAL SUB, LLC

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

REAL SUB, INC. A FLORIDA ENTITY

INTO

REAL SUB, LLC, a Florida entity, L00000014082

File date: December 22, 2000

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

These **ARTICLES OF MERGER** (the "Articles") are made and entered into this 28th day of December, 2000, by and between **REAL SUB, INC.**, a Florida corporation (the "Corporation") and **REAL SUB, LLC**, a Florida limited liability company (the "LLC" or the "Surviving Entity").

WITNESSETH:

WHEREAS, the Board of Directors of the Corporation and the Managers of the LLC deem it advisable and in the best interests of the Corporation and the LLC, respectively, and their sole stockholder and sole member, respectively, that the Corporation be merged with and into the LLC, and that the LLC merge the Corporation with and into itself, with the LLC as the Surviving Entity, as authorized by the laws of the State of Florida, specifically, pursuant to Sections 607.1108 and 608.438, Florida Statutes, and under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Corporation and the LLC, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Corporation be merged with and into the LLC and that the LLC merge the Corporation with and into itself pursuant to the provisions of Sections 607.1108 and 608.438, Florida Statutes, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger.

These Articles are filed pursuant to Sections 607.1109 and 608.4382, Florida Statutes. Pursuant to Chapters 607 and 608, Florida Statutes, upon the effectiveness of these Articles at the date and time indicated herein and after filing with the Department of State of the State of Florida (the "Effective Time"), the Corporation shall be, and it hereby is, merged with and into the LLC, and the LLC shall, and it hereby does, merge the Corporation with and into itself (the "Merger"), with the LLC as the Surviving Entity in the Merger.

**ARTICLE I
PARTIES TO MERGER; PLAN OF MERGER**

The Agreement and Plan of Merger (the "Plan of Merger") for the Merger is attached hereto as Exhibit A. The parties to the Merger are **Real Sub, Inc.** (the "Corporation"), which is a Florida corporation, and **Real Sub, LLC**, (the "LLC"), which is a Florida limited liability company, with the LLC as the Surviving Entity in the Merger.

ARTICLES OF MERGER

DECEMBER 2000
PAGE 2**ARTICLE II
EFFECTIVE DATE**

These Articles and the Merger shall be effective as of the close of business on December 28, 2000 (the "Effective Date"), provided that these Articles of Merger have been filed with the Department of State of the State of Florida and all fees and taxes required by the laws of the State of Florida have been paid.

**ARTICLE III
APPROVAL OF MERGER**

The Plan of Merger was approved by the Corporation and the LLC in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes, respectively, as follows:

(a) These Articles of Merger and the Plan of Merger have been approved and adopted by the sole stockholder of the Corporation pursuant to Section 607.1108, Florida Statutes, pursuant to a written consent thereof dated December 20, 2000.

(b) These Articles of Merger and the Plan of Merger have been approved and adopted by the sole member of the LLC pursuant to Sections 608.4381, Florida Statutes, pursuant to a written consent thereof dated December 20, 2000.

(c) The Board of Directors of the Corporation unanimously approved and adopted these Articles of Merger and the Plan of Merger by written consent dated December 20, 2000.

(d) The Managers of the LLC unanimously approved and adopted these Articles of Merger and the Plan of Merger by written consent dated December 20, 2000.

**ARTICLE IV
AUTHORITY OF LLC TO ENTER INTO MERGER**

The Merger is not prohibited by either the Articles of Organization or the Operating Agreement of the LLC.

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ARTICLES OF MERGER

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IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed and acknowledged in its name by the appropriate officer thereof, in accordance with the laws of the State of Florida, all on the day and year first above written.

REAL SUB, INC., a Florida corporation

By: Howard M Jenkins

REAL SUB, LLC, a Florida limited liability company

By: Howard M Jenkins

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Exhibit A

AGREEMENT AND PLAN OF MERGER

BETWEEN

REAL SUB, INC.

AND

REAL SUB, LLC

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THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated December 28, 2000 is made and entered into by and between Real Sub, Inc., a Florida corporation (the "Corporation") and Real Sub, LLC, a Florida limited liability company (the "LLC").

RECITALS:

The Board of Directors of the Corporation and the Managers of the LLC have each approved the merger of the Corporation with and into the LLC (the "Merger"), with the LLC as the surviving entity in the Merger. The terms and conditions of the Merger are set forth in this Agreement. After the Effective Time (as defined herein), the sole stockholder of the Corporation will own membership interests in the LLC by consummating the Merger and converting all of the outstanding shares of common stock in the Corporation into membership interests in the LLC, all in accordance with the terms of this Agreement. The sole stockholder of the Corporation and the sole member of the LLC have each approved this Agreement.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements contained herein, the parties hereto agree as follows:

ARTICLE I

THE MERGER; EFFECTIVE TIME

1.1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and the laws of the State of Florida, at the Effective Time (as defined in Section 1.2), the Corporation shall be merged with and into the LLC and the separate corporate existence of the Corporation shall thereupon cease. The LLC shall be the surviving entity in the Merger (the "Surviving Entity"), and except as provided herein, the separate corporate existence of the Corporation with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in Sections 607.11101 and 608.4383, Florida Statutes.

1.2. Effective Time. The Corporation and the LLC will cause Articles of Merger (the "Articles of Merger") to be executed as provided in Sections 607.1109 and 608.4382, Florida Statutes and delivered to the Department of State of the State of Florida. The Merger shall become effective as of the close of business on December 28, 2000 (the "Effective Time"), provided that the

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Plan and Agreement of Merger

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Articles of Merger have been filed with the Department of State of the State of Florida and fees and taxes required by the laws of the State of Florida have been paid.

ARTICLE II
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT
OF THE
SURVIVING ENTITY

2.1. **Articles of Organization.** The Articles of Organization of the LLC in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity (the "Articles of Organization"), until duly amended as provided therein or by applicable law.

2.2. **Operating Agreement.** The Operating Agreement of the LLC in effect at the Effective Time shall be the Operating Agreement of the Surviving Entity (the "Operating Agreement"), until thereafter amended as provided therein or otherwise in accordance with applicable law.

2.3. **No Prohibition.** The Merger is not prohibited by either the Articles of Organization or the Operating Agreement of the LLC.

ARTICLE III
OFFICERS AND MANAGERS OF THE SURVIVING ENTITY
AFTER THE EFFECTIVE TIME

3.1. **Officers.** The officers of the LLC at the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Entity, to serve at the pleasure of the Managers of the Surviving Entity.

3.2. **Managers.** The managers of the LLC at the Effective Time, whose names and addresses are set forth on Exhibit A hereto, shall, from and after the Effective Time, be the managers of the Surviving Entity until their successors have been duly elected and qualified or until their earlier death, resignation or removal in accordance with the Articles of Organization or Operating Agreement of the Surviving Entity or as otherwise provided by law.

ARTICLE IV
EFFECT OF THE MERGER ON CAPITAL STOCK
OF THE CORPORATION

At the Effective Time, as a result of the Merger and without any action on the part of the Corporation, the LLC, the sole stockholder of the Corporation or the sole member of the LLC:

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Plan and Agreement of Merger

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4.1 Conversion of Shares. Each share of the common stock of the Corporation issued and outstanding immediately prior to the Effective Time, shall be converted into 100% of the membership interests of the LLC ("Membership Interests").

4.2 Cancellation of Shares. Each share of common stock of the Corporation owned by the sole stockholder of the Corporation immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Corporation, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

**ARTICLE V
MISCELLANEOUS AND GENERAL**

5.1 Modification or Amendment. Subject to the provisions of applicable law, at any time prior to the Effective Time, the parties hereto may modify or amend this Agreement by written agreement approved by the respective parties' Board of Directors or Managers and executed and delivered by duly authorized officers of the respective parties, subject to the approval of the sole stockholder of the Corporation and the sole member of the LLC.

5.2 Counterparts. This Agreement may be executed in any number of counterparts, each counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

5.3 Governing Law. This Agreement shall be deemed to be made in and in all respects shall be interpreted, construed and governed by and in accordance with the laws of the State of Florida, without regard to the conflict of law principles thereof.

5.4 Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or any circumstance, is invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefor in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction.

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Plan and Agreement of Merger

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IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officer of the parties hereto as of the date first written above.

REAL SUB, INC., a Florida corporation

By: Howard M Jenkins

REAL SUB, LLC, a Florida limited liability company

By: Howard M Jenkins

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EXHIBIT A
MANAGERS OF SURVIVING ENTITY
AFTER THE EFFECTIVE TIME

<u>Name</u>	<u>Address</u>
Howard M. Jenkins	P. O. Box 407 Lakeland, Florida 33802
Charles H. Jenkins, Jr.	P. O. Box 407 Lakeland, Florida 33802
John A. Attaway, Jr.	P. O. Box 32018 Lakeland, Florida 33802
David P. Phillips	P. O. Box 32018 Lakeland, Florida 33802
John R. Frazier	P. O. Box 407 Lakeland, Florida 33802

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