

Division of Corporations

Page 1 of 1

P05000089825

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((FD5000164761 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : FRESE HANSEN
Account Number : 120000000258
Phone : (321) 984-3300
Fax Number : (321) 951-3741

RECEIVED
05 JUL -7 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

L2 PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	506.25

05 JUL -7 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help



H05000164761 3

ARTICLES OF MERGER
OF
GANTHER INVESTMENT PROPERTIES, LLC
INTO
L2 PROPERTIES, INC.

LOS-34961
POS-89825

ARTICLES OF MERGER between GANTHER INVESTMENT PROPERTIES, LLC, a Florida limited liability company, and L2 PROPERTIES, INC., a Florida corporation.

Pursuant to §607.1109 and 608.4382, Florida Statutes, L2 Properties, Inc. and Ganther Investment Properties, LLC adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated 28 JUNE, 2005, (the "Plan of Merger") between Ganther Investment Properties, LLC and L2 Properties, Inc., was approved and adopted by the members of Ganther Investment Properties, LLC, on 28 JUNE, 2005, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, and was approved and adopted by the shareholders of L2 Properties, Inc., on 28 JUNE, 2005, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding membership interests in Ganther Investment Properties, LLC will be acquired by means of a merger of Ganther Investment Properties, LLC into L2 Properties, Inc., the surviving entity (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to §607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the parties have set their hands this 28 day of JUNE, 2005.

L2 PROPERTIES, INC.

By: Howard Bradley Ganther
Howard Bradley Ganther, President

GANTHER INVESTMENT PROPERTIES, LLC

By: Howard Bradley Ganther
Howard Bradley Ganther, Member

By: Angela Caroline Ganther
Angela Caroline Ganther, Member

FILED
JUL -7 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000164761 3

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER
OF
GANTHER INVESTMENT PROPERTIES, LLC
INTO
L2 PROPERTIES, INC.

THIS AGREEMENT AND PLAN OF MERGER is made this 28 day of JUNE, 2005, by and between L2 PROPERTIES, INC., a Florida corporation (the "Surviving Entity") and GANTHER INVESTMENT PROPERTIES, LLC, a Florida limited liability company (the "Disappearing Entity") (collectively, the "Constituent Entities").

WITNESSETH:

WHEREAS, the Members of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual covenants, covenants, and provisions contained herein, the parties hereto agree as follows:

1. Articles of Organization. The Articles of Incorporation of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. Conversion of Shares. Upon the Effective Date, each membership interest in the Disappearing Entity existing at that time shall without more be converted into and exchanged for one (1) share of the Surviving Entity's common stock in accordance with this Plan. Each share of the Surviving Entity's common stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Entity's common stock.

FILED
JUL - 7 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000164761 3

H05000164761 3

3. **Satisfaction of Rights of the Disappearing Entity's Shareholders** All shares of the Surviving Entity's common stock into which membership interests in Disappearing Entity shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. **Fractional Shares.** Fractional shares of the Surviving Entity's common stock will not be issued.

5. **Management.** The Surviving Entity is a Florida corporation and management thereof is vested in one or more directors. The names and business addresses of such directors are as follows:

Howard Bradley Ganther
5200 N. Ocean Drive, #20B
Singer Island, FL 33404

Angela Caroline Ganther
5200 N. Ocean Drive, #20B
Singer Island, FL 33404

6. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §§607.11101 and 608.4383 of the Florida Statutes.

7. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate authorized representatives of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §§607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Members of the Disappearing Entity and the Board

05 JUL - 7 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

H05000164761 3

of Directors of the Surviving Entity, notwithstanding favorable action by the shareholders of the Surviving Entity.

IN WITNESS WHEREOF, the parties have set their hands this 28 day of JUNE, 2005.

L2 PROPERTIES, INC.

By: Howard Bradley Ganther
Howard Bradley Ganther, President

GANTHER INVESTMENT PROPERTIES, LLC

By: Howard Bradley Ganther
Howard Bradley Ganther, Member

By: Angela Caroline Ganther
Angela Caroline Ganther, Member

HACORIPARTICLESL2 PROPERTIES INC - GANTHER LLC MERGER.doc

H05000164761 3

FILED
05 JUL - 7 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA