

W07 000006035

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

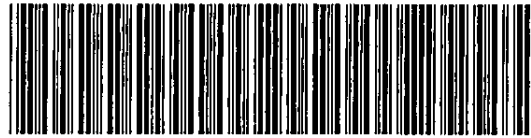
(Document Number)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2007

MICHAEL R. STORACE, P.A.
4800 LE JEUNE ROAD
CORAL GABLES, FL 33146

SUBJECT: DANDEL, LLC
Ref. Number: L07000006035

We have received your document for DANDEL, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the terms and conditions of the merger.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 107A00006796

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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
MICHAEL R. STORACE, P.A.
4800 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33146
(305) 662-4800
FAX NO. (305) 667-0940

January 25, 2007

Division of Corporations
Registration Section, Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Federal Express: 8586 9149 8568

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Dandel, LLC O/F#07-01

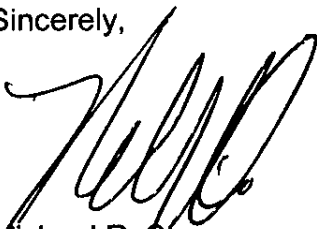
Dear Sir or Madam:

Enclosed please find the following:

- (1) Cover Letter to the Registration Section, Division of Corporations for Dandel, LLC ("Dandel").
- (2) Certificate of Merger, which includes Plan of Merger, for Florida Limited Liability Company (for Dandel).
- (3) Copy of filed Articles of Organization for Dandel.
- (4) Check #15361 in the sum of \$50.00, which is for the Filing Fees of \$25.00 for each Limited Liability Company (for a total of \$50.00).

Please have the following filed. If you have any questions please let us know.

Sincerely,



Michael R. Storace
842gbyr06

LAW OFFICES OF
MICHAEL R. STORAGE, P.A.
4800 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33146
(305) 662-4800
FAX NO. (305) 667-0940

February 6, 2007

Division of Corporations
Registration Section, Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

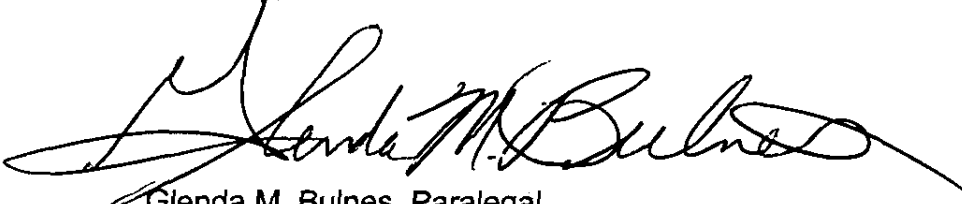
Federal Express: 8586 9149 9038

RE: Dandel, LLC O/F#07-01

Dear Sir or Madam:

We have received your letter of January 29, 2007, a copy I enclose for your reference, in regards to filing the Plan of Merger for Dandel, LLC. Per your letter please find the revised page 4 of the Plan of Merger. Please complete the filing. If you have any questions please let us know.

Sincerely,



Glenda M. Bulnes, Paralegal
91gbyr07

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DANDEL, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

MICHAEL R. STORACE, ESQ.

(Contact Person)

MICHAEL R. STORACE, P. A.

(Firm/Company)

4800 LE JEUNE ROAD

(Address)

CORAL GABLES, FLORIDA 33146

(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL R. STORACE, ESQ.

(Name of Contact Person)

at (305) 662-4800

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dandel, LLC	Florida	Florida Limited Liability Company
Dandel, L.L.C.	Delaware	Delaware Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dandel, LLC	Florida	Florida Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

None

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:


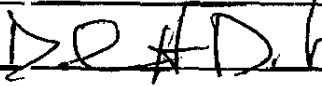
Street address: 13721 S. W. 97 Avenue
Miami, Florida 33176

Mailing address: 13721 S. W. 97 Avenue
Miami, Florida 33176

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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Dandel, LLC</u>		<u>Daniel E. DeLange</u>
<u>Dandel, L. L. C.</u>		<u>Daniel E. DeLange</u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dandel, LLC, a Florida Limited Liability Company	Florida	Limited Liability Company
Dandel, L. L. C.	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dandel, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

- Each Membership Unit of Dandel, L.L.C., a Delaware Limited Liability Company shall be exchanged for one Membership Unit of Dandel, LLC, a Florida Limited Liability Company.
- All assets, liabilities, and the Operating Agreement of Dandel, L.L.C., a Delaware Limited Liability Company shall be assumed by Dandel, LLC, a Florida Limited Liability Company.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

An One Membership Unit of the merged party into an One
Membership Unit of the Surviving Entity.

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

An One Membership Unit of the merged party into an One
Membership Unit of the Surviving Entity.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None applicable.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

SIXTH: Other provisions, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)