

LO70000006035

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

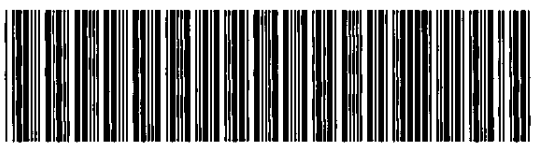
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
KB/act

Office Use Only



400092256954

05/17/07--01030--002 **77.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY - 3 PM 1:10

FF 50.00

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

May 2, 2007
Personal & Confidential

Division of Corporations
Attention: Brenda Tondlock
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Federal Express: 8586 9149 8877

RE: DeLange Enterprises, LLLP (Merger) O/F#06-67
Dandel, LLC (Merger) O/F#06-67

Dear Ms. Tondlock:

Following is per our several telephone conversations regarding the above matters.

A. On January 25, 2007, the Florida Secretary of State accepted for filing the Certificate of Merger of DeLange Enterprises, L. P., a Delaware Limited Partnership ("Del. LP") with DeLange Enterprises, LLLP, a Florida Limited Liability Limited Partnership ("Fl. LLLP"), with the Fl. LLLP as the survivor.

B. On February 5, 2007 the Florida Secretary of State accepted for filing the Certificate of Merger of Dandel, L. L. C., a Delaware Limited Liability Company ("Del. LLC") with Dandel, LLC, a Florida Limited Liability Company ("Fl. LLC"), with the Fl. LLC as the survivor.

C. The same documents were forward to the Delaware Secretary of State for filing, but due to backlog in that office, they were not filed in Delaware until March 1, 2007. Consequently:

- (1) there are later effective dates in Delaware than in Florida for each merger.
- (2) Because under Florida Statutes Sections 620.2106 and 608.438, neither merger is valid in Florida, unless (and until) Delaware legal requirements are satisfied: i.e. the merger date in Florida is not valid until the later filing date in Delaware.

D. As a result, it is necessary that the Florida records reflect the later effective date, because:

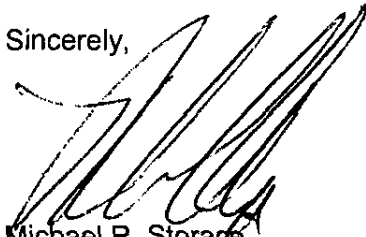
- (1) the Delaware merger statute is similar to that of Florida in that the effective date of the Certificate of Merger may be later, but can be NO EARLIER than the filing date of the Certificate.
- (2) Per Florida Statutes Sections 620.2108 and 608.4382, the effective date of the respective Certificates of Merger could have been up to ninety (90) days subsequent to the filing date of each Florida Certificate and March 1, 2007 is within that ninety (90) day period.

Therefore, we respectfully request that the Secretary of State of Florida accept the enclosed:

- (1) Statement of Correction for the Merger of the Del. LP into the Fl. LLLP, pursuant to Florida Statutes Section 620.1207 effective date as of March 1, 2007 at 4:12 p. m.; and,
- (2) Corrected Certificate of Merger of the Del. LLC into the Fl. LLC, effective date as of March 1, 2007 at 4:13 p. m.
- (3) Cover Letters for both of the above documents.
- (4) Our check #15478 in the sum of \$77.50 for the filing fees for both documents, (which the cost for the Statement of Correction for Merger for Fl. LLLP is \$52.50 and Corrected Certificate of Merger of Fl. LLC is \$25.00).

If you have any questions please contact the undersigned.

Sincerely,



Michael R. Storace
266gbyr07

cc: Daniel H. DeLange

CIRCULAR 230 NOTICE: To comply with U. S. Treasury Department and IRS Regulations, we are required to advise you that, unless expressly stated otherwise, any U. S. federal tax advice contained in this document, including attachments is not intended or written to be used, and cannot be used, by any person for the purpose of (i) avoiding penalties under the U. S. Internal Revenue Code, or (ii) promoting, marketing or recommending to another party any transaction or matter addressed in this document or attachment.

LAW OFFICES OF
MICHAEL R. STORACE, P.A.

4800 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33146
(305) 662-4800
FAX NO. (305) 667-0940

May 16, 2007

Division of Corporations
Attention: Brenda Tadlock
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Federal Express: 8586 9149 8855

RE: (A) Dandel, LLC O/F#07-04
(B) Merger of Delaware Entities into Florida Entities O/F#06-67

Dear Ms. Tadlock:

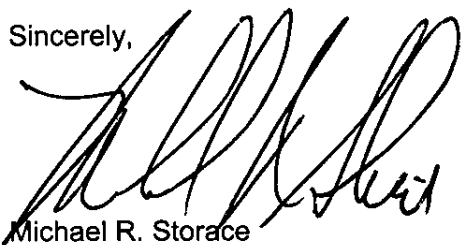
This confirms your conversation with my assistant, Glenda, on May 14, 2007 regarding the filing of the Corrected Articles of Merger for Dandel, LLC, a Florida Limited Liability Company.

(1) A Corrected Certificate of Merger for Dandel, LLC was forwarded to you under my letter of May 2, 2007 to correct the Certificate of Merger that was filed on February 5, 2007 (Document Number: L07000006035). You advised that the same was accepted for filing but an additional \$25.00 fee was due. Therefore, I enclose our check #15487 in the sum of \$25.00 in order to complete the filing of the same.

(2) You also advised that the Statement of Correction for Merger for DeLange Enterprises, LLLP, a Florida Limited Liability Limited Partnership, which was also forwarded to you under my letter of May 2, 2007 had also been accepted for filing.

If any of the above is incorrect please contact the undersigned.

Sincerely,



Michael R. Storace
320gbyr07

cc: Daniel H. DeLange

CIRCULAR 230 NOTICE: To comply with U. S. Treasury Department and IRS Regulations, we are required to advise you that, unless expressly stated otherwise, any U. S. federal tax advice contained in this document, including attachments is not intended or written to be used, and cannot be used, by any person for the purpose of (i) avoiding penalties under the U. S. Internal Revenue Code, or (ii) promoting, marketing or recommending to another party any transaction or matter addressed in this document or attachment.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DANDEL, LLC

(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL R. STORACE, ESQ.

(Name of 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

(Name of Person)

at (305) 662-4800

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

\$25 Filing Fee

\$30 Filing Fee &
Certificate of Status

\$55 Filing Fee &
Certified Copy

\$60 Filing Fee,
Certificate of Status &
Certified Copy

**CORRECTED CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY - 3 PM 1: 00

The following Corrected Certificate of Merger is submitted with respect to the Certificate of Merger filed on February 5, 2007 to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes for the purpose of correcting Paragraph Fifth for the effective time and date of the 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	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.

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:

March 1, 2007 at 4:13 p. m.

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:

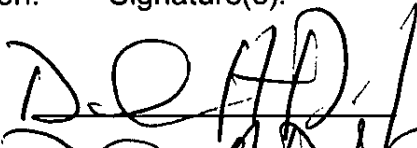
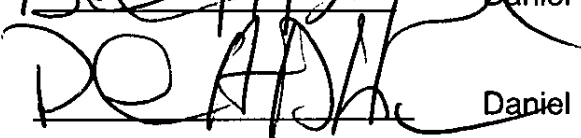
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s.48.181, F.S., are as follows:

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

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

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:
Dandel, LLC		Daniel H. DeLange
Dandel, L. L. C.		Daniel H. DeLange

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator)
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

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	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:

1. 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.
2. 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.

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 other 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.

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 other 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.

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.

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

The effective date and time should be March 1, 2007 at 4:13 p. m.

288GByr07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY - 3 PM 1:10