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Special Instructions to Filing Officer:
L97-115
A97-472
L97-422

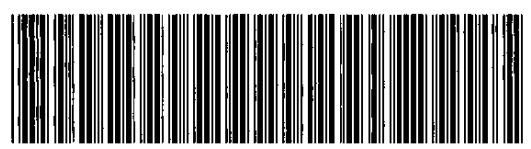
L97-115

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EXAMINER



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FILED
10 NOV - 3 PM 12: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Walter Staudinger Arts, 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 Heidt

Contact Person

Gable & Heidt

Firm/Company

4000 Hollywood Boulevard, Suite 735 South Tower

Address

Hollywood, FL 33021-6755

City, State and Zip Code

mheidt@mpglaw.fdn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Heidt

Name of Contact Person

at (954)

966-2501

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Walter Staudinger Arts, LLC	Florida	Limited Liability Company
Walter Staudinger Arts Investment, Ltd.	Florida	Limited Partnership
Diana Investment, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Walter Staudinger Arts, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or unlimited 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:

N/A

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:

N/A

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:

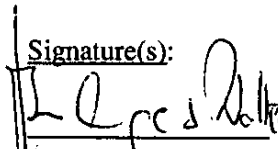
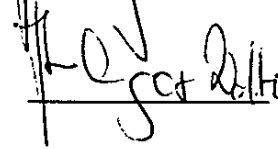
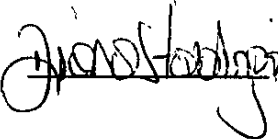
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s.48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
Walter Staudinger Arts, LLC		Walter Staudinger, managing member
Walter Staudinger Arts Investment, Ltd.		Walter Staudinger, as managing member of Walter Staudinger Arts, LLC, general partner
Diana Investment, LLC		Diana Staudinger, member

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>
Walter Staudinger Arts, LLC	Florida	Limited Liability Company
Walter Staudinger Arts Investment, Ltd.	Florida	Limited Partnership
Diana Investment, LLC	Florida	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>
Walter Staudinger Arts, LLC	Florida	Limited Liability Company

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

For their respective interests in Walter Staudinger Arts Investment, Ltd. and Diana Investment, LLC, after the merger, Walter Staudinger and Diana Staudinger will each have a 50% interest in Walter Staudinger Arts, LLC.

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:

Walter Staudinger owns 100% of the membership interest in Walter Staudinger Arts, LLC. Walter Staudinger is also the sole limited partner of Walter Staudinger Arts Investment, Ltd. Diana Staudinger owns 100% of the membership interest in Diana Investment, LLC. In consideration of Diana Staudinger agreeing to this merger and releasing any interest in Diana Investment, LLC, Diana Staudinger will receive 50% of Walter Staudinger's interest in Walter Staudinger Arts, LLC. After the merger, Walter Staudinger and Diana Staudinger will each own 50% of the surviving entity, Walter Staudinger Arts, LLC.

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:

N/A

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

N/A

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

N/A