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ALAN S. GASSMAN, P.A.

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MERGER OR SHARE EXCHANGE

DAYHOFF, LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAYHOFF, INC. A FLORIDA ENTITY

into

DAYHOFF, LLC, a Florida entity L01000010193

File date: June 27, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.432, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DAYHOFF, INC. 802 North Belcher Road Clearwater, FL 33765	California	Corporation

<u>Florida Document/Registration No.:</u>	<u>FBI Number:</u>
F01000002761	95-4274100

SECOND: the exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DAYHOFF, LLC 802 North Belcher Road Clearwater, FL 33765	Florida	Limited Liability Company

<u>Florida Document/Registration No.:</u>	<u>FBI Number:</u>
L01000010193	59-3726344

THIRD: The attached Plan and Agreement of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, Partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan and Agreement of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

ARTICLES OF MERGER

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756

PAGE 1

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SECRETARY OF STATE

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a General Partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 608.4384, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership for the regulations were articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall be effective as of June 30, 2001.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

DAYHOFF, INC.

By: 
UDAY LELE

Its: President

DAYHOFF, LLC

By: 
UDAY LELE

Its: Manager

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PLAN AND AGREEMENT OF MERGER

The following Plan and Agreement of Merger, which was adopted and approved by each party to the merger in accordance with California Corporations Code section(s) 1113, 6019.1, 8019.1, and/or 12540.1, and Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202, is being submitted in accordance with California Corporations Code section(s) 1113, 6019.1, 8019.1, and/or 12540.1 and Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202.

FIRST: The exact name and jurisdiction of the merging party ("Merging Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DAYHOFF, INC.	California

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DAYHOFF, LLC	Florida

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

- A. The Merging Entity shall be merged into the Surviving Entity.
- B. The outstanding shares of Merging Entity shall be canceled without consideration.
- C. The outstanding membership interests of Surviving Entity shall remain outstanding and are not affected by the merger.
- D. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.
- E. The effect of the merger and effective date of the merger shall be June 30, 2001.

FOURTH:

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

See Article Third above.

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TALLAHASSEE, FLORIDA

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

See Article Third above.

FIFTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

N/A.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager(s) are as follows:

UDAY LELE
802 North Belcher Road
Clearwater, FL 33765


SEVENTH: Other provisions, if any, relating to the merger: None.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger the 26th day of June, 2001.

DAYHOFF, LLC

By: 
UDAY LELE
Its: Manager

DAYHOFF, INC.

By: 
UDAY LELE
Its: President

By: 
ADITI LELE
Its: Secretary

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PLAN OF MERGER

PAGE 2

Audit Fax #H01000076745 8

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