

L01000017660

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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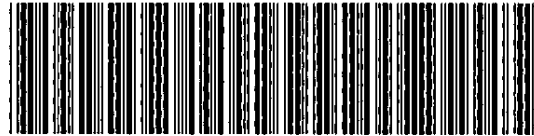
(Business Entity Name)

(Document Number)

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RECEIVED  
08 DEC 29 PM 4:16  
TALLAHASSEE, FLORIDA  
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B. KOHR  
DEC 30 2008  
EXAMINER

FILED  
08 DEC 29 AM 9:45  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 842380 4312909

AUTHORIZATION :

COST LIMIT : \$ 50

FILED  
08 DEC 29 AM 9:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

ORDER DATE : December 29, 2008

ORDER TIME : 3:50 PM

ORDER NO. : 842380-005

CUSTOMER NO: 4312909

ARTICLES OF MERGER

D.L.K.K., L.L.C.

INTO

589 NORTH COUNTY ROAD, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

**STATE OF FLORIDA**  
**CERTIFICATE OF MERGER**  
**OF**  
**D.L.K.K., L.L.C.**  
**WITH AND INTO**  
**589 NORTH COUNTY ROAD, LLC**

FILED  
08 DEC 29 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

**FIRST:** The exact name and jurisdiction for the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>
589 North County Road, LLC 589 North County Road Palm Beach, Florida 33480	Delaware

**SECOND:** The exact name and jurisdiction for the merging limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
D.L.K.K., L.L.C. 589 North County Road Palm Beach, Florida 33480	Florida	L01000017660

**THIRD:** Adoption of Plan of Merger by the surviving limited liability company. The attached Plan and Agreement of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by the members of the surviving limited liability company on December 24, 2008 in accordance with Chapter 608 of the Florida Statutes.

**FOURTH:** Adoption of Plan of Merger by the merging limited liability company. The attached Plan and Agreement of Merger was approved by the sole manager and member of the merging limited liability company on December 24, 2008 in accordance with section 18-209 of the Delaware Limited Liability Company Act.

**FIFTH:** The merger shall become effective on December 29, 2008.

**SIXTH:** The principal office address of the surviving limited liability company under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

589 North County Road  
Palm Beach, Florida 33480

**SEVENTH:** The surviving limited liability company agrees to pay to any members with appraisal rights the amount, to which such members are entitled under sections 608.4351-608.43595 of the Florida Statutes.

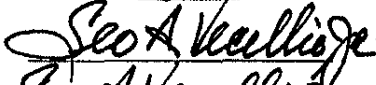

**EIGHTH:** The surviving limited liability company is an out-of-state entity not qualified to transact business in Florida. As a result, the surviving limited liability company:

a) 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 608.4351-608.43595 of the Florida Statutes; and

b) the following street and mailing address may be used by the Florida Department of State for the purposes of section 48.181 of the Florida Statutes:

589 North County Road  
Palm Beach, Florida 33480

**NINTH:** Signatures for each limited liability company:

<u>Name of Company</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
589 North County Road, LLC		Leo A. Vecellio, Jr., President
D.L.K.K., L.L.C.		Leo A. Vecellio, Jr., President

**PLAN AND AGREEMENT OF MERGER  
OF  
D.L.K.K., L.L.C.  
WITH AND INTO  
589 NORTH COUNTY ROAD, LLC**

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated December \_\_, 2008, by and between 589 NORTH COUNTY ROAD, LLC, a Delaware Limited Liability Company ("589 North"), with its principal place of business at 589 North County Road, Palm Beach, Florida 33480, and D.L.K.K., L.L.C., a Florida limited liability company ("D.L.K.K."), with its principal place of business at 589 North County Road, Palm Beach, Florida 33480.

**WITNESS:**

**WHEREAS**, 589 North (Delaware Domestic Registration Doc. No. 4460047) owns one hundred percent (100%) of the issued and outstanding membership interests in D.L.K.K. (Florida Doc. No. L01000017660); and

**WHEREAS**, 589 North and D.L.K.K. desire to enter into this Agreement for the merger of D.L.K.K. with and into 589 North.

**NOW THEREFORE**, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. Merger. On and as of the Effective Date, as hereinafter set forth, D.L.K.K. shall be merged with and into 589 North in accordance with the laws of Florida and Delaware and this Agreement.
2. Surviving Entity. On and as of the Effective Date, the separate existence of D.L.K.K. shall cease, and 589 North shall be the surviving entity (the "Surviving Entity"), which shall continue as a limited liability company under the laws of the State of Delaware.
3. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of D.L.K.K. shall be transferred to and vested in 589 North without further act or deed.

(B) Assumption of Obligations. All obligations of D.L.K.K. shall become obligations of 589 North.

(C) Certificate of Formation and Operating Agreement. The Certificate of Formation and Operating Agreement of 589 North immediately prior to the merger shall survive as the Certificate of Formation and Operating Agreement of the surviving limited liability company.

(D) Effective Date. The merger shall become effective on December 29, 2008 (the "Effective Date").

4. Membership Interests.

- a. Membership interests of D.L.K.K. immediately prior to the Effective Date shall not be converted in any manner, but each said interests which are issued immediately prior to Effective Date shall be surrendered and extinguished. There shall be no changes to the membership interests of 589 North.
- b. Upon the Effective Date, all rights in respect of membership interests of D.L.K.K. shall be canceled. There shall be no change in the rights to acquire membership interests in 589 North.

5. Managing Member. The Managing Member of the Surviving Entity shall be the Managing Member of 589 North immediately prior to the Effective Date.

**[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]**

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written..

589 NORTH COUNTY ROAD, LLC

By: Leo A. Vecellio Jr  
Leo A. Vecellio, Managing Member

D.L.K.K., L.L.C.

By: 589 NORTH COUNTY ROAD, LLC,  
Its sole member and manager

By: Leo A. Vecellio Jr  
Leo A. Vecellio, Managing Member