

FROM: HK

FAX NO.: 4072445288

06-15-07 02:24P., P.01

L02000027232

Florida Department of State
Division of Corporations
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From: Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

ATT: nanette

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Juiceco, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$105.00

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FAX NO.: 4072445288

06-15-07 02:26P P.07

ACTIVITY REPORT

06-15-07 02:21P

ID: 4072445288

NAME: HK

DATE	TIME	DURATION	RFMOTESTATION	MODE	PAGES	JOB NO.	RESULT
04-20	01:29P	01'02"	850 669 2079	T	1/ 1	374	OK
04-23	10:06A	01'14"	850 205 0381	T	4/ 4	375	OK
04-25	10:37A	00'41"	850 205 0381	T	2/ 2	376	OK
04-26	02:10P	00'40"	918634995573	T	0/ 7	377	E002
04-26	04:07P	00'58"		T	3/ 3	378	OK
05-07	08:22A	00'26"		T	1/ 1	379	OK
05-07	02:50P	00'41"	918886547680	T	0/ 4	380	E002
05-07	02:52P	00'41"	918006547680	T	0/ 4	381	E002
05-08	10:52A	00'40"	918634995573	T	0/ 7	382	E002
05-08	02:23P	03'54"		T	12/12	383	OK
05-15	01:23P	01'39"	850 205 0381	T	5/ 6	384	OK
05-15	01:37P	00'40"	918634995573	T	0/ 9	385	E002
05-15	02:04P	01'15"	918596695627	T	2/ 2	386	OK
05-15	02:16P	00'42"	850 205 0381	RP	0		F00C
05-15	02:18P	01'15"	850 205 0381	T	4/ 4	388	OK
05-15	02:20P	00'41"	850 205 0381	RP	0		E00C
05-15	02:24P	00'41"	850 205 0381	RP	0		E00C
05-15	02:28P	00'41"	850 205 0381	RP	0		E00C
05-16	08:39A	00'50"	215 516 1137	T	1/ 1	389	OK
05-16	08:41A	01'11"	850 205 0381	T	4/ 4	390	OK
05-16	09:59A	00'45"	850 205 0381	T	2/ 2	391	OK
05-16	03:00P	00'43"		RP	0		E00C
05-16	03:03P	00'44"		T	3/ 3	393	OK
05-16	03:04P	00'43"		RP	0		E00C
05-16	03:08P	00'43"		RP	0		E00C
05-16	03:12P	00'43"		RP	0		E00C
05-17	02:24P	01'10"	850 205 0381	T	4/ 4	394	OK
05-21	04:02P	00'20"	913166526340	RP	0		E003
05-21	04:03P	01'35"	913166526340	T	3/ 3	396	OK
05-23	01:30P	00'24"	918002050383	T	0/ 8	397	STOP
05-23	01:32P	02'06"	850 205 0381	T	8/ 8	398	OK
05-24	10:31A	01'15"	850 205 0381	T	4/ 4	399	OK
05-24	02:08P	00'40"	918634995573	T	0/15	400	E002
05-30	02:03P	00'49"	918596693145	T	1/ 1	401	OK
05-30	01:12P	00'40"	4074784517	T	0/ 2	402	E002
05-30	02:11P	00'47"	94074784517	T	2/ 2	403	OK
06-04	12:00P	01'12"	913053492310	T	3/ 3	404	OK
06-05	10:32A	00'51"	215 516 1165	T	1/ 1	405	OK
06-06	01:43P	01'04"	919042491119	T	4/ 4	406	OK
06-07	01:46P	01'20"	215 516 1025	T	2/ 2	407	OK
06-08	02:22P	01'11"	850 205 0381	T	4/ 4	408	OK
06-08	03:13P	01'06"	850 205 0381	T	4/ 4	409	OK
06-08	03:55P	01'05"	850 205 0381	T	4/ 4	410	OK
06-12	09:42A	01'08"	850 205 0381	T	4/ 4	411	OK
06-12	10:41A	01'12"	850 205 0381	T	4/ 4	412	OK
06-12	02:06P	01'12"	850 205 0381	T	4/ 4	413	OK
06-13	09:47A	00'39"	850 245 6030	T	1/ 1	414	OK
06-13	04:29P	00'52"		T	3/ 3	415	OK
06-14	02:25P	01'06"	850 205 0381	T	4/ 4	416	OK
06-14	02:48P	01'36"	850 205 0381	T	6/ 6	417	OK

T:Transmit, R:Receive, P:Poll(ed), B:Broadcast

Confirmation - 6 pages

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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>
D.A.D. Funding, LLC	Florida	L.L.C.

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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>
Juiceco, LLC	Florida	L.L.C.

#L02000027232

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:

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:

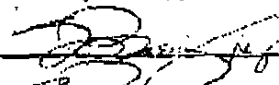
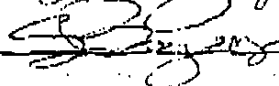
Street address: 505 66th Avenue S.W., Vero Beach, FL 32968

Mailing address: 505 66th Avenue S.W., Vero Beach, FL 32968

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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:
Juiceco, LLC		Steve Bogen, Mgr.
D.A.D. Funding, LLC		Steve Bogen, Mgr.

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

<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

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the State of Florida:

FIRST: The exact name and jurisdiction of each merging party (referred to hereinafter individually as a "Merging Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
D.A.D. Funding, LLC	Florida	Limited Liability Company

SECOND: The exact name and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Juiceco, LLC	Florida	Limited Liability Company

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

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited liability company under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Organization of the Surviving Party at the effective date of the merger shall be the Articles of Organization of the Surviving Party. The Operating Agreement of the Surviving Party at the effective date of the merger shall be amended to reflect the admission of the members of the Merging Party as members of the Surviving Party, as further described below.

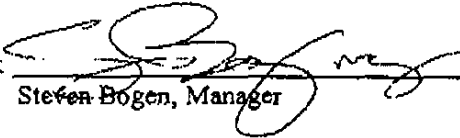
FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

At the effective date of the merger, by virtue of the merger and without any action on the part of the members of the Surviving Party and the Merging Party, each member of the Merging Party shall receive a Percentage Interest in the Surviving Party equal to 54.93% of such member's Percentage Interest in the Merging Party prior to the merger. The Percentage Interest of each member of the Surviving Party prior to the merger shall be diluted on a pro rata basis as a result of the issuance of the additional Percentage Interest in the Surviving Party to the former members of the Merging Party.


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The undersigned have executed this Agreement and Plan of Merger as of the 14th day of June, 2007.

D.A.D. FUNDING, LLC

By: 
Steven Bogen, Manager

JUICECO, LLC

By: 
Steven Bogen, Manager

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