

L030000032307

(Requestor's Name)

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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DALI INVESTMENTS, COMPANY
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger <u>LHC</u>

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 27, 2003

LAZARUS

TALLAHASSEE, FL

SUBJECT: DALI INVESTMENTS, L.L.C.
Ref. Number: L03000032307

We have received your document for DALI INVESTMENTS, L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$50.00 payment.

The total amount required to file this merger is \$60.00. Please return your documents with an ADDITIONAL \$10.00.

Also, please note that underneath your heading, you should also list Section 608.4382, F.S. That's the statute that deals with merging limited liability companies.

Also, somewhere in your documents you must give us the NAME(S) and ADDRESS(ES) of the MANAGING MEMBERS or of the MANAGERS of the surviving LLC.

Also, several portions of the AGREEMENT AND PLAN of merger refer to "corporations" being involved in this merger. Because one of the parties is not a corporation, this should be revised.

Also, in the "SECOND" entry on the first page of the AGREEMENT AND PLAN, you refer to the "Certificate of Incorporation" of the LLC. This needs to be changed to the "Articles of Organization."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 603A00058425



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 27, 2003

LAZARUS

TALLAHASSEE, FL

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Ref. Number: L03000032307

We have received your document for DALI INVESTMENTS, L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$50.00 payment.

The total amount required to file this merger is \$80.00. Please return your documents with an ADDITIONAL \$10.00.

Also, please note that underneath your heading, you should also list Section 608.4382, F.S. That's the statute that deals with merging limited liability companies.

Also, somewhere in your documents you must give us the NAME(S) and ADDRESS(ES) of the MANAGING MEMBERS or of the MANAGERS of the surviving LLC.

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Buck Kohr
Document Specialist

Letter Number: 603A00058425

03 NOV -7 AM 9:19
FILED
TALLAHASSEE, FLORIDA

RECEIVED
03 NOV -7 PM 3:10
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
DALI INVESTMENTS, COMPANY
(a Florida corporation)
AND
DALI INVESTMENTS, LLC
(a Florida LLC)

03 NOV -7 AM 9:19
FILED
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1109 and 607.4382 and/or 620.203 608.4832 of Florida Statutes, these Articles of Merger provide that:

1. Dali Investments Company, a Florida corporation, Document Number P03000045997 FEI Number ~~83-0361046~~ shall be merged with and into Dali Investments LLC, a Florida Limited Liability Company, Document Number ~~W03000024426~~ which shall be the surviving corporation. 203000032307

2. The exact Name of the surviving entity street address of its principal office jurisdiction and entity is as follows:

Dali Investments LLC, A Florida Limited Liability Company whose principal office is located at , 3 Grove Isle Drive Unit 1507 Miami, Florida 33133,

3. The attached Plan of Merger meets the requirements of Section 607.1108, 608.438, 607.1103, 620.201, Florida statutes and was approved by each of the domestic corporation and Limited Liability Company that is a party to the merger in accordance with Chapters 607.617, 608, and/or 620 of the Florida Statutes.

4. The merger is not prohibited by any of the articles of incorporation or organization of any corporation or limited liability company that is a party to this merger.

5. The merger shall become effective on the date these articles of merger are filed with the Secretary of State (the "Effective Time").

6. The name and address of the surviving managing member or the surviving LLC is David Greer 3 Grove Isle Drive Unit 1507, Miami Florida 33133

7. The articles of merger comply and were executed in accordance with the Laws of the State of Florida the jurisdiction of each of the entities to this merger.

Dali Investments Company
a Florida corporation

By: David Greer
David Greer
President

Dali Investments LLC.
a Florida Limited Liability Company

By: David Greer
David Greer

Member/Managing Director

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of October 2003, by David Greer as, as President of Dali Investments Company, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification and did take an oath.

NOTARY PUBLIC:

Signature [Signature]

Printed Name _____

State of Florida at Large
My Commission Expires:

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of October, 2003 by David Greer as Member and Managing Director of DALI INVESTMENTS, LLC, a Florida Limited Liability Company, on behalf of the Company. He is personally known to me or has produced personally known as identification and did take an oath.

NOTARY PUBLIC:

Signature [Signature]

Printed Name _____

State of Florida at Large
My Commission Expires:

AGREEMENT AND PLAN OF MERGER

BETWEEN

Dali Investments Company.
(a Florida corporation)

AND

Dali Investments, LLC.
(a Florida Limited Liability Company)

Agreement and Plan of Merger dated pursuant to Section 607.1107,607.1103,608.4381, of the General Corporation Law of Florida, between Dali Investments Company, a Florida corporation, and Dali Investments, LLC, A Florida Limited Liability Company.

WITNESSETH that:

WHEREAS, all the constituent corporations and Limited Liability Company (the "Constituent Corporations/ Limited Liability Company ") desire to merge into a single Limited Liability Company and

NOW THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Dali Investments, LLC, a Florida Limited Liability Company hereby merges (the "Merger") into itself Dali Investments Company, a Florida Corporation , (the "Merged Company") and said Dali Investments, LLC, a Florida Limited Liability Company shall be the surviving entity (the "Surviving Limited Liability Company").

SECOND: That the Articles of Organization of Dali Investments, LLC, a Florida Limited Liability Company, which is surviving the merger, shall be the Articles of Organization of the Surviving Limited Liability Company.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporation/ Limited Liability Company into memberships of the Surviving Limited Liability Company shall be as follows:

- a) The member of the merged Limited Liability Company is David Greer
- b) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Merger and all rights in respect thereof shall forthwith be changed and converted into one membership certificate of the Surviving Limited Liability Company.
- c) After the effective date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Limited Liability Company and each such holder shall be entitled upon such surrender to receive the number membership certificates of the Surviving Limited Liability Company. Until so surrendered, the outstanding shares of the stock of the Merged corporation to be converted into a member certificate of the Surviving Limited Liability Company as provided herein, may be treated by the Surviving Limited Liability Company for all purposes as evidencing the membership ownership of Limited Liability Company as though said surrender had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

- (a) The members operating agreement of the surviving Limited Liability Company as they shall exist on the effective date of this Merger shall be and remain the members operating agreement of the Limited Liability Company on until the same shall be altered, amended, or repealed as therein provided.
- (b) The managers of the Surviving Limited Liability Company shall continue in office until the next annual meeting of the members and until their successors shall have been elected and qualified.
- (c) The Merger shall become effective on the date this Articles of Merger are filed with the Florida Department of State .
- (d) Upon the Merger becoming effective, the Surviving Limited Liability Company shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations/ Limited Liability Company. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations/ Limited Liability Company shall be vested in the Surviving Limited Liability Company without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporation or Limited Liability Company shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations/ Limited Liability Company, shall be vested in the Limited Liability Company without further act or deed. The Limited Liability Company shall be liable for all of the obligations of each of the Constituent Corporation/ Limited Liability Company existing as of the Effective Time.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the President/Director of the Florida Corporation and the Managing Director/Member of the Florida Limited Liability Company hereto as the respective act, deed and agreement of each of said corporations, on this 29th day of Oct, 2003.

DALI INVESTMENTS, COMPANY

By: David Greer
David Greer, President/Director

DALI INVESTMENTS, L.L.C.
a Florida Limited Liability Company

By: David Greer
David Greer, Managing Director/
Member

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21 day of October, 2003, by David Greer as the President/Director of DALI INVESTMENTS, COMPANY A Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.


NOTARY PUBLIC, State of Florida

(Seal)

My Commission Expires:

ACKNOWLEDGMENT

STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this 21 day of Oct, 2003, by David Greer, as the member and managing director of DALI INVESTMENTS, LLC, a Florida Limited Liability Company, on behalf of the Company. He is personally known to me or has produced _____ as identification and did take an oath.


NOTARY PUBLIC, State of Florida

(Seal)

My Commission Expires: