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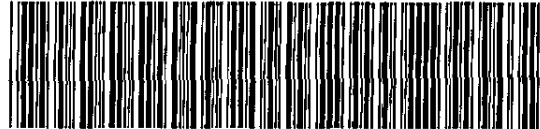
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Stephen R. Klorfein

[srk@chaikenklorfein.com](mailto:srk@chaikenklorfein.com)  
Extension 111

September 16, 2005

Florida Secretary of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: DGIGIM Investments, LLC  
Our File No. 7040-002

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Merger of DGIGIM Investments, LLC, together with Agreement and Plan of Merger. Please file the original and return the Certificate of Merger with the copy to this office once it has been recorded. Also enclosed is our check in the amount of \$50.00 for the recording fees.

Should you need any further information or documentation, please do not hesitate to contact me. Thank you for your cooperation and assistance.

Very truly yours,

CHAIKEN KLORFEIN, LLC

Stephen R. Klorfein

SRK/fd  
Enclosures  
cc: Uriel Fischer

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**DGIGIM INVESTMENTS, LLC ("DGIGIM FLA")**  
**(a Florida Limited Liability Company)**

**LO3-48980**

**WITH AND INTO**

**DGIGIM INVESTMENTS, LLC**  
**(a Georgia Limited Liability Company)**

**(Under Section 14-11-901 OF THE**  
**GEORGIA LIMITED LIABILITY COMPANY ACT**  
**AND**  
**UNDER Section 608.38 OF THE**  
**FLORIDA LIMITED LIABILITY ACT)**

DGIGIM Investments, LLC, a Georgia limited liability company hereby certifies  
that:

**I.**

The name and state of organization of each of the constituent entities are:

- (a) DGIGIM Investments, LLC, a Florida limited liability company  
("DGIGIM FLA"); and
- (b) DGIGIM Investments, LLC, a Georgia limited liability company  
("DGIGIM GA").

**II.**

Under the Plan of Merger, DGIGIM GA shall be the surviving limited liability  
corporation (the "Surviving LLC") of the Merger and will be governed by the laws of the  
State of Georgia.

**III.**

The Articles of Organization of DGIGIM GA shall be the Articles of  
Organization of the Surviving LLC.

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**TALLAHASSEE, FLORIDA**

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IV.

The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving LLC located at 4673 Ashford Club Dr., Dunwoody, GA 30338.

V.

A copy of the Plan of Merger will be furnished by the Surviving LLC, upon request and without cost, to any member of DGIGIM FLA or DGIGIM GA.

VI.

The Plan of Merger has been duly approved, adopted certified, executed and acknowledged by the members of DGIGIM FLA in accordance with the provisions of the Florida Limited Liability Act.

VII.

The Plan of Merger has been duly approved, adopted certified, executed and acknowledged by the members of DGIGIM GA in accordance with the provisions of Section 14-11-903 of the Georgia Limited Liability Company Act.

IN WITNESS WHEREOF, the Articles of Merger have been executed by the duly authorized Managers of the Surviving LLC this 19<sup>th</sup> day of September, 2005.

DGIGIM Investments, LLC

BY: Jan Fuchs

Manager

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TALLAHASSEE, FLORIDA

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 2005, between DGIGIM INVESTMENTS, LCC, a Georgia limited liability corporation ("DGIGIM GA") and DGIGIM INVESTMENTS, LLC, a Florida limited liability a corporation ("DGIGIM FLA").

WHEREAS, DGIGIM GA is a limited liability corporation duly organized and existing under the laws of the State of Georgia;

WHEREAS, DGIGIM FLA is a limited liability corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, DGIGIM GA and DGIGIM FLA (collectively, the "Corporations") desire that DGIGIM FLA merge into DGIGIM GA, and the Members and Managers of the Corporations, and each of them, have determined that it is in their respective best interests to consummate and complete the merger under the terms and conditions set forth in this Agreement;

NOW, THEREFORE, for and in consideration of the premises, promises and mutual agreements herein contained, the Corporations agree as follows:

1. On the Effective Date of this Agreement (as defined below), DGIGIM FLA shall merge into DGIGIM GA, together with all of the properties of DGIGIM FLA, including, without limitation, all real, personal and mixed property, easements, rights, licenses and interests of every kind (collectively, the "Property"), subject, however, to any and all liens, mortgages or charges thereon. The merger shall be effective, all Property shall be transferred, all transactions under this Agreement shall be completed, and DGIGIM FLA shall cease to exist on as of 12:01 a.m. on the 1st day of September, 2005 (the "Effective Date").
2. On the Effective Date of this Agreement, the separate existence of DGIGIM FLA shall cease and as soon as reasonably practicable thereafter the ownership interests in DGIGIM FLA shall be cancelled. From and after the Effective Date, all Property of DGIGIM FLA shall be vested in DGIGIM GA by virtue of this merger without the requirement of any other instrument.
3. Any and all rights of all creditors of, and with respect to all liens, mortgages or charges on Property of DGIGIM FLA shall be preserved unimpaired. DGIGIM GA hereby assumes liability and responsibility for any and all contracts, deeds of trust, mortgages, debts, leases, debts and obligations or any kind whatsoever, accrued or contingent, of DGIGIM FLA (the "Obligations"). As of the Effective Date, any and all such Obligations shall be enforceable against DGIGIM GA and its properties to the same extent as if incurred or contracted by DGIGIM GA.
4. The surviving limited liability corporation shall be DGIGIM GA and the Articles of Organization, Operating Agreement and all other acts, actions and transactions of DGIGIM GA shall survive this merger. The name of the limited liability corporation which is to survive shall be "DGIGIM Investments, LLC" No change is to be made by the merger in the Articles

of Organization, Operating Agreement, Managers, officers, capitalization or otherwise of DGIGIM GA by virtue of this merger. DGIGIM GA shall continue to exist, after the merger, as a limited liability corporation under the laws of the State of Georgia and under its original organizational documents.

5. For the convenience of the parties and to facilitate the filing and recording of this Agreement, or any Certificate representing this Agreement and the transactions being undertaken hereby, any number of counterparts and any number of separate certificates evidencing the merger contemplated by this Agreement may be executed, and each such executed counterpart or separate certificate shall be deemed an original instrument.

IN WITNESS WHEREOF, the Corporations have caused this Agreement to be signed in their respective corporate names by their respectively authorized officers and their respective corporate seals to be affixed hereto, all on the day and year first above written.

DGIGIM FLA

By: David Fischer  
Manager

ATTEST:

By: \_\_\_\_\_

[CORPORATE SEAL]

DGIGIM GA

By: David Fischer  
Manager

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ATTEST:

By: \_\_\_\_\_

[CORPORATE SEAL]