

L04000090362

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 SEP 14 PM 2:21

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RDJ WAG LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael D. Masanoff

Contact Person

Firm/Company

7900 W. Upper Ridge Drive

Address

Parkland, FL 33067

City, State and Zip Code

mdm@rdjgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael D. Masanoff

Name of Contact Person

at ( 561 )

347-6565

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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CLERK OF STATE  
TALLAHASSEE, FL 32301

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**Certificate of Merger  
For  
Florida Limited Liability Company**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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>
RDJ TOD GROUP LLC	Florida	<u>L05-61237</u> limited liability company
RDJ WAG LLC	Florida	<u>L04-90362</u> limited liability company
RDJ CAM LLC	Florida	<u>L05-115636</u> limited liability company
_____	_____	_____

**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>
RDJ WAG LLC	Florida	limited liability company

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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**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 entitles 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:

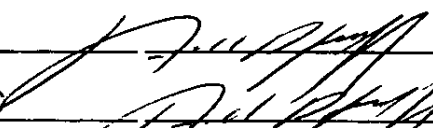
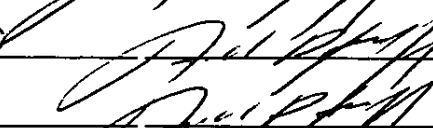
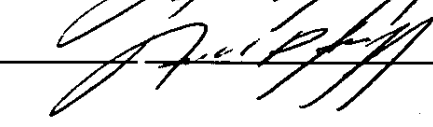
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 7900 W. Upper Ridge Drive  
Parkland, FL 33067  
\_\_\_\_\_

Mailing address: 7900 W. Upper Ridge Drive  
Parkland, FL 33067  
\_\_\_\_\_

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:
RDJ WAG, LLC		Michael D. Masanoff <i>Michael D. Masanoff</i>
RDJ TOD GROUP LLC		Michael D. Masanoff <i>Michael D. Masanoff</i>
RDJ CAM LLC		Michael D. Masanoff <i>Michael D. Masanoff</i>

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

**Fees:**

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

**Certified Copy (optional):** \$30.00

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CLERK OF COURT  
STATE OF FLORIDA

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## PLAN OF MERGER

**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>
RDJ TOD GROUP LLC	Florida	limited liability company
RDJ WAG, LLC	Florida	limited liability company
RDJ CAM LLC	Florida	limited liability company

**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>
RDJ WAG, LLC	Florida	limited liability company

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

Upon the effectiveness of the merger, all issued and outstanding membership interests of RDJ CAM LLC and RDJ TOD GROUP LLC shall cease to exist.

The separate existence of RDJ CAM LLC and RDJ TOD GROUP LLC shall cease and RDJ WAG LLC shall be the surviving entity.

*(Attach additional sheet if necessary)*

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**FOURTH:**

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

Upon the effectiveness of the merger, all outstanding membership interests of

RDJ CAM LLC and RDJ TOD GROUP LLC shall cease to be outstanding and shall  
be cancelled.

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CLERK OF DISTRICT COURT  
JULIA A. SEXTON, CLERK

FILED

*(Attach additional sheet if necessary)*

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

Not applicable

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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CORPORATE STATE  
CLERK  
ALLAH SEC. #100197

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