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Division of Corporations

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Florida Department of State

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### MERGER OR SHARE EXCHANGE

DAS DAYTONA LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF MERGER****OF****KLS DAYTONA LLC, a Florida limited liability company****INTO****DAS DAYTONA LLC, a Florida limited liability company**

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), DAS Daytona LLC, a Florida limited liability company (the "Surviving Entity") and KLS Daytona, LLC, a Florida limited liability company ("KLS"), hereby adopt the following Certificate of Merger for the purpose of merging KLS with and into the Surviving Entity (the "Merger"). The Merger is permitted under the laws of Florida and is not prohibited by the Articles of Organization of the Surviving Entity or KLS.

**FIRST:** The Agreement and Plan of Merger, pursuant to Section 608.438 of the FLLCA, is attached as Exhibit A hereto (the "Plan of Merger").

**SECOND:** The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of KLS or the Surviving Entity, KLS shall be merged with and into the Surviving Entity, with the Surviving Entity being the surviving entity of the Merger, and the separate existence of KLS shall thereupon cease. The Merger shall have the effects set forth in Section 608.4383 of the FLLCA, and all property, rights, privileges, policies and franchises of each of the Surviving Entity and KLS shall vest in the Surviving Entity and all debts, liabilities and duties of each of the Surviving Entity and KLS shall become the debts, liabilities and duties of the Surviving Entity.

**THIRD:** The Articles of Organization of the Surviving Entity as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity thereafter, unless and until amended in accordance with applicable law.

**FOURTH:** The Plan of Merger was approved in accordance with Section 608.4381 of the FLLCA, (A) by the Written Consent of the Sole Manager and the Sole Member of the Surviving Entity, dated as of NOV 14, 2005, and (B) by the Written Consent of the Sole Manager and the Sole Member of KLS dated, as of NOV 14, 2005.

[Signature Page Follows]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of KLS and the Surviving Entity has caused this  
Certificate of Merger to be signed on this 14 day of November, 2005.

**DAS DAYTONA LLC,**  
a Florida limited liability company

By:   
Name: Daniel A. Stauber  
Title: Manager

**KLS DAYTONA LLC,**  
a Florida limited liability company

By:   
Name: Daniel A. Stauber  
Title: Manager

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EXHIBIT A  
Agreement and Plan of Merger

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TALLAHASSEE, FLORIDA

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## AGREEMENT AND PLAN OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

17 This AGREEMENT AND PLAN OF MERGER, dated as of 11/15/2005, is by and between KLS DAYTONA LLC, a Florida Limited Liability company ("KLS" or the "Constituent Entity"), and DAS DAYTONA LLC, a Florida limited liability company ("DAS" or the "Surviving Entity").

WHEREAS, Karen L. Stauber presently owns 100% of the membership interests in KLS, and Daniel A. Stauber presently owns 100% of the membership interests in DAS;

WHEREAS, KLS and DAS desire to effect the statutory merger of KLS with and into DAS, with DAS to survive the merger.

1. Constituent Companies. DAS and KLS shall be parties to the merger (the "Merger") of KLS with and into DAS.

2. Terms and Conditions of Merger. The Constituent Entity shall, pursuant to the provisions of the Florida Limited Liability Company Act, be merged with and into DAS, which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth and defined in paragraph 6), the existence of the Constituent Entity shall cease. On the Effective Date, the Surviving Entity shall assume the obligations of the Constituent Entity.

3. Conversion of Interests. As a result of the merger, all of the outstanding interests in KLS shall be canceled, and all of the interests in DAS shall become vested equally in Daniel A. Stauber and Karen L. Stauber, as tenants by the entirety.

4. Articles of Organization. The Articles of Organization of DAS as of the Effective Date shall be the Articles of Organization of the Surviving Entity, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Managers. Daniel A. Stauber, located at 777 Lakeview Drive, Miami Beach, FL 33140, the sole manager of DAS on the Effective Date, shall continue to be the sole manager of the Surviving Entity, and shall hold such position until election and qualification of his successor or his tenure is otherwise terminated in accordance with the Articles of Organization and/or Operating Agreement of the Surviving Entity.

6. Effective Date. The Merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida.

DAS DAYTONA LLC,  
a Florida limited liability company

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By:   
Name: Daniel A. Stauber  
Title: Manager

**KLS DAYTONA LLC,**  
a Florida limited liability company

By:   
Name: Daniel A. Stauber  
Title: Manager