

LO5000064883

(Requestor's Name)

From: Origin ID: (239)649-6200
Beth Brenner
ROETZEL & ANDRESS
850 PARK SHORE DRIVE
TRIANON CENTRE, THIRD FLOOR
NAPLES, FL 34103

(City/State/Zip/Phone #)

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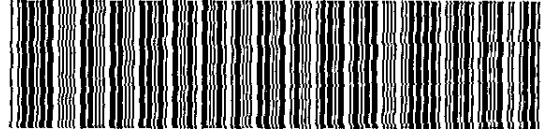
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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N. Culligan AUG 22 2005



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 16, 2005

ROETZEL & ANDRESS ATTN: PAM HUDSON
850 PARK SHORE DRIVE
TRIANON CENTRE, THIRD FLOOR
NAPLES, FL 34103

SUBJECT: DIGITAL DIMENSIONAL STONE, LLC
Ref. Number: M03000003003

We have received your document for DIGITAL DIMENSIONAL STONE, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

One of the merging entities must be a Florida corporation.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 005A00041702



850 PARK SHORE DRIVE
TRIANON CENTRE - THIRD FLOOR
NAPLES, FL 34103
239.649.2713 DIRECT
239.649.6200 MAIN
239.261.3659 FAX
cmceachern@ralaw.com

June 08, 2005

VIA FEDERAL EXPRESS

Attn: Merger Section/LLC
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Digital Dimensional Stone, LLC
Articles of Merger and Plan of Merger

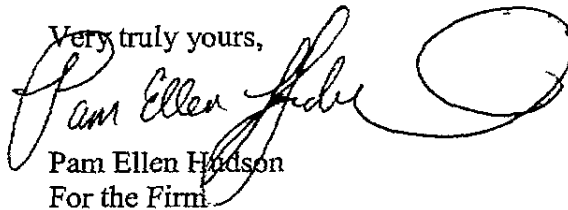
To Whom It May Concern:

Enclosed for filing are the following documents:

- 1) Articles of Merger;
- 2) Plan of Merger;
- 3) Check in the amount of \$50.00, covering filing fee.

Please provide us with a letter of acknowledgement of the filings in the enclosed envelope. Thank you for your assistance.

Very truly yours,



Pam Ellen Hudson
For the Firm

PEH/bb

Enclosures

cc: CSC Corporation
2711 Centerville Road
Wilmington, DE 19808

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Digital Dimensional Stone, LLC, A Rhode Island Limited Liability Company 3934 Airway Drive Rock Hill, South Carolina 29732	Rhode Island	LLC
Florida Document/Registration Number: <u>M 03000003003</u>		FEI Number: _____
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Digital Dimensional Stone, LLC, a Florida Limited Liability Company 3934 Airway Drive Rock Hill, SC 29732	Florida	LLC
Florida Document/Registration Number: <u>L05000064883</u>		FEI Number: <u>050504170</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Digital Dimensional Stone, LLC	<i>Francesco P. Morsilli</i>	Francesco P. Morsilli
Digital Dimensional Stone, LLC	<i>Francesco P. Morsilli</i>	Francesco P. Morsilli

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SECRETARY OF
DIVISION OF CORP

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

SEE ATTACHED PLAN OF MERGER

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

SEE ATTACHED PLAN OF MERGER

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

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

SEE ATTACHED PLAN OF MERGER

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

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEE ATTACHED PLAN OF MERGER

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

SEE ATTACHED PLAN OF MERGER

EIGHTH: Other provisions, if any, relating to the merger:

SEE ATTACHED PLAN OF MERGER

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DIVISION OF CORPORATIONS
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(Attach additional sheet(s) if necessary)

PLAN OF MERGER

This plan of merger dated to be effective as set forth below, between Digital Dimensional Stone, LLC, a Florida limited liability company, the surviving entity (the "Surviving Entity"), and Digital Dimensional Stone, LLC, a Rhode Island limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 608.438, et seq. and Rhode Island General Laws §§ 7-16-59, et seq.

A. Surviving Entity (Domestic Limited Liability Company). The Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 3934 Airway Drive, Rock Hill, South Carolina 29732, and its registered office in the State of Florida at the following address: c/o William R. O'Neill, Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

B. Manager of Surviving Entity. The management of the Surviving Entity is and shall continue to be by managing member, Francesco P. Morsilli, an individual with an address at 3770 Rum Row, Naples, Florida 34102.

C. Merging Entity (Rhode Island Limited Liability Company). Merging Entity is a limited liability company organized and existing under the laws of the State of Rhode Island with its principal office at 3934 Airway Drive, Rock Hill, S.C., 29732.

D. Terms of Merger. Method of Conversion. Merging Entity shall merge with and into Surviving Entity (the "Merger"), which shall be the surviving entity in the Merger. The Members in the Merging Entity shall each hold, as a result of the Merger, membership interests in the Surviving Entity, which are equal to such Members' percentage ownership interests as Members in the Merging Entity and substantially equivalent in other respects, except as dictated by applicable state law, to their interests in the Merging Entity. The membership interests in the Merging Entity shall be cancelled and the former members of the Merging Entity shall continue to be members in the Surviving Entity, with no further action required.

E. Terms of Merger: Surviving Entity Successor to Merging Entity. On the effective date of the Merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merging Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, except as dictated by applicable state law, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the Merger.

F. Articles of Organization and Operating Agreement. The Articles of Organization of the Surviving Entity filed with the Florida Secretary of State shall continue to be its Articles of Organization following the effective date of the Merger. The Operating Agreement of the Surviving Entity, which is substantially identical to the Operating Agreement of the Merging Entity, except as dictated by applicable state law, shall continue to be the Operating Agreement of the Surviving Entity after the Merger, following the effective date of the Merger.

G. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed by the Florida Department of State and the Rhode Island Office of the Secretary of State; or (2) June 9, 2004.