

LOB 000015494

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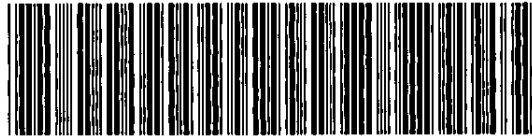
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 824384 7839690

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 50.00

ORDER DATE : September 27, 2013

ORDER TIME : 9:13 AM

ORDER NO. : 824384-005

CUSTOMER NO: 7839690

ARTICLES OF MERGER

JUNO BEACH DONUTS II, LLC

INTO

DD FLORIDA HOLDINGS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

EXECUTION COPY

CERTIFICATE OF MERGER
Merging
JUNO BEACH DONUTS II, LLC
a Florida limited liability company
with and into
DD FLORIDA HOLDINGS, LLC
a Florida limited liability company

Pursuant to s. 608.4382, Florida Statutes, this Certificate of Merger ("Certificate") is submitted to merge the following Florida limited liability companies.

FIRST: The exact name, type of entity and jurisdiction for each merging party is as follows:

Name	Jurisdiction	Type of Entity
DD Florida Holdings, LLC	Florida	limited liability company
Juno Beach Donuts II, LLC	Florida	limited liability company

SECOND: The exact name, type of entity and jurisdiction of the surviving party is as follow:


Name	Jurisdiction	Type of Entity
DD Florida Holdings, LLC	Florida	limited liability company

THIRD: The Plan of Merger is attached hereto as Exhibit A and incorporated by reference and was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger is the date of filing of this Certificate with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate has been executed as of the 27th day of September, 2013.

JUNO BEACH DONUTS II, LLC, a
Florida limited liability company

By: 
Daniel Bowers, Its Manager

DD FLORIDA HOLDINGS, LLC, a
Florida limited liability company

By: Juno Beach Donuts, LLC, Its Manager

By: 
Daniel Bowers, Its Manager

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EXHIBIT A

**PLAN OF MERGER
OF
JUNO BEACH DONUTS II, LLC
AND
DD FLORIDA HOLDINGS, LLC**

The following Plan of Merger is submitted in accordance with s. 608.4382, Florida Statutes.

1. **The Merger.** The Certificate of Merger, of even date herewith along with this Plan of Merger shall be filed with the Secretary of State of the State of Florida and become effective of the date and time when the same are filed with an accepted by the Secretary of State of the State of Florida (the "Effective Date"). On the Effective Date Juno Beach Donuts II, LLC, a Florida limited liability company (the "Company") shall be merged (hereinafter, the "Merger") with and into DD Florida Holdings, LLC, a Florida limited liability company ("Surviving Company") and the separate existence of the Company shall thereupon cease, and Surviving Company, as the entity surviving the Merger, shall by virtue of the Merger continue its existence under the laws of the State of Florida (the "Surviving Company").

2. **Membership Interests.** All Membership Interests of the Company immediately prior to the Effective Date and all rights in respect thereof shall by virtue of the Merger and without any action on the part of the holders thereof, forthwith cease to exist and be converted into membership interests of Juno Beach Donuts, LLC, a Florida limited liability company and the parent company and sole Member of the Surviving Company (the "Parent") in proportion to each such Member's holdings in the Parent. From and after the Effective Date, all of the Membership Interests of the Surviving Company shall be unaffected by the Merger and shall continue to be wholly owned by the Parent.

3. **Effect of the Merger.** From and after the Effective Date, the Merger shall have the effects set forth in the Florida Limited Liability Company Act, s. 608.401, et seq. (the "Florida Act"). Without limiting the foregoing and subject thereto, from and after Effective Date all of the assets, properties, rights, privileges, powers, immunities of the Company and Surviving Company shall vest in the Surviving Company and all debts, liabilities and obligations of the Company and Surviving Company shall become debts, liabilities and obligations of the Surviving Company.


4. **Articles of Organization & Operating Agreement.** From and after the Effective Date, the Surviving Company's Articles of Organization immediately prior to the Effective Date shall be the Articles of Organization of the Surviving Company until thereafter amended in accordance with the Florida Act. From and after the Effective Date the Surviving Company's Operating Agreement in effect immediately prior to the Effective Date (the "Surviving Company Operating Agreement") shall be the Operating Agreement (within the meaning of the Florida Act) of the Surviving Company until thereafter amended in accordance with the Surviving Company Operating Agreement and the Florida Act.

5. **Managers.** The Manager of the Surviving Entity shall be Juno Beach Donuts, LLC, until its successor is duly elected or appointed and qualified in accordance with the Surviving Company Operating Agreement.

6. **IRC Section 386(a) Reorganization.** For federal and applicable state income tax purposes, the parties to the Merger intend that the Merger qualify as a tax-free reorganization within the meaning of Section 386(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Plan of Merger is intended to be, and by being signed by the parties is, adopted as a plan of reorganization within the meaning of Section 386(a) of the Code and the Treasury Regulations promulgated thereunder.

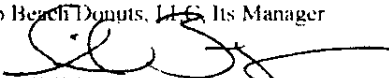
Dated: September 27, 2013

JUNO BEACH DONUTS II, LLC, a
Florida limited liability company

By: 
Daniel Bowers, Its Manager

DD FLORIDA HOLDINGS, LLC, a
Florida limited liability company

By: Juno Beach Donuts, LLC, Its Manager

By: 
Daniel Bowers, Its Manager