

05/19/2006 13:54

850-245-6897

FL DEPT OF STATE

PAGE 01/03

05/19/06 14:04:11

Division of Corporations

001

Page 1 of 1

LD6000024754

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H0600013885 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.

Account Number : 072720000266

Phone : (941)366-4800

Fax Number : (941)552-5559

MERGER OR SHARE EXCHANGE

DKN HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$122.50

Electronic Filing Menu

Corporate Filing Menu

Help

05/19/06 14:04 PAI

002

H06000138885 3

**ARTICLES OF MERGER OF
KN NEWCO, LLC,
INTO
DKN HOLDINGS, LLC**

DKN Holdings, LLC, a Florida limited liability company ("DKN"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of KN Newco, LLC, a Florida limited liability company ("Newco"), with and into DKN. DKN shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by DKN in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Newco in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

DKN HOLDINGS, LLC,
a Florida limited liability company

By: 

David A. Luria
As its Manager

KN NEWCO, LLC,
a Florida limited liability company

By: 

Nicholas Melone
As its Manager

697788

H06000138885 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY 19 AM 9:45

APPROVED
AND
FILED

05/19/06 14:04 FAX

003

H06000138885 3

EXHIBIT A

PLAN OF MERGER
OF KN NEWCO, LLC,
WITH AND INTO
DKN HOLDINGS, LLCLOK-25738
LOK-24754

DKN Holdings, LLC, a Florida manager-managed limited liability company, and KN Newco, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are DKN Holdings, LLC, a Florida manager-managed limited liability company ("DKN"), and KN Newco, LLC, a Florida manager-managed limited liability company ("Newco"). As a result of the merger, Newco shall be merged with and into DKN. DKN shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. As a result of the merger, the membership interest of the member of Newco shall be cancelled. The membership interest of DKN shall be converted into a multi-member membership interest by the former member of Newco and the pre-existing sole member of DKN.
4. The name and address of the Manager for DKN is David A. Luria, 540 Givens Street, Sarasota, Florida 34242.
5. The name and address of the Manager for Newco is Nicholas Melone, 540 Givens Street, Sarasota, Florida 34242.
6. This plan shall be submitted to the Member and Manager of DKN for approval. This plan shall be submitted to the Member and Manager of Newco for approval.
7. The Member and Manager of DKN and the Member and Manager of Newco are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.

897788

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY 19 AM 9:45

APPROVED
AND
FILED

H06000138885 3