

Division of Corporations

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE**DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC**

Certificate of Status	0
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\$60.00

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EXHIBIT "A"
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
of
DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC
a Florida limited liability company
and
DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION
a New York corporation

THIS AGREEMENT AND PLAN OF MERGER by and between **DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION**, which is a corporation organized under the laws of the State of New York (the "Disappearing Entity"), and **DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC** which is a limited liability company organized under the laws of the State of Florida (the "Surviving Entity"), as approved by the members/shareholders of each of the Disappearing Entity and the Surviving Entity and executed by each of the authorized officers of the Disappearing Entity and the Surviving Entity:

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of New York; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Officers of the Disappearing Entity and the Officers of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members/shareholders of both entities and the members/shareholders have approved the Agreement and Plan of Merger as required under New York law with respect to the Disappearing Entity and Florida law with respect to the Surviving Entity; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of New York.

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NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

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9. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

10. The Manager and the Officers of the Surviving Entity upon the effective date of the merger shall continue to be the Manager and Officers of the Surviving Entity.

11. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The Manager and the Officers of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

13. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

15. The Surviving Entities' Manager is John T. Black, 214 SE 13th Street, Fort Lauderdale, Florida 33316.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 29 day of June, 2006.

DISAPPEARING ENTITY:

**DIVERSIFIED ACQUIRING SOLUTIONS
SALES CORPORATION**, a New York
corporation

By: John T. Black
John T. Black, President

SURVIVING ENTITY:

**DIVERSIFIED ACQUIRING SOLUTIONS
SALES, LLC**, a Florida limited liability company

By: John T. Black
John T. Black, Manager

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(SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER)

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 29 day of June, 2006.

DISAPPEARING ENTITY:

**DIVERSIFIED ACQUIRING SOLUTIONS
SALES CORPORATION**, a New York
corporation

By: John T. Black
John T. Black, President

SURVIVING ENTITY:

**DIVERSIFIED ACQUIRING SOLUTIONS
SALES, LLC**, a Florida limited liability company

By: John T. Black
John T. Black, Manager

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