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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

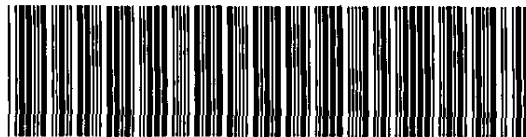
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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B. KOHR

AUG 29 2008

EXAMINER

FILED

08 AUG 28 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 703677 5153708

AUTHORIZATION

COST LIMIT : \$ 50.00

ORDER DATE : August 28, 2008

ORDER TIME : 2:22 PM

ORDER NO. : 703677-020

CUSTOMER NO: 5153708

FILED  
08 AUG 28 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

DATTT 2005 LLC

INTO

DATTT 2005 LLC

File bfh

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER**  
**OF**  
**DATTT 2005 LLC**  
**(a Massachusetts Limited Liability Company)**  
**WITH AND INTO**  
**DATTT 2005 LLC**  
**(a Florida Limited Liability Company)**

FILED  
08 AUG 28 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Section 608.4382 of the  
Florida Limited Liability Company Act

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The undersigned, DATTT 2005 LLC, a Massachusetts limited liability company ("DATTT"), and DATTT 2005 LLC, a Florida limited liability company ("DATTT Florida"), do hereby certify that the following facts relating to the merger (the "Merger") of DATTT with and into DATTT Florida are true and correct:

a. Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") pursuant to which DATTT shall be merged with and into DATTT Florida with DATTT Florida surviving.

b. The Plan of Merger was approved by DATTT Florida in accordance with the applicable provisions of the Florida Limited Liability Company Act.

c. The Plan of Merger was approved by DATTT in accordance with the applicable provisions of the Massachusetts Limited Liability Company Act.

d. The effective date of the Merger shall be upon filing of this Certificate of Merger with the Secretaries of State of the State of Florida and the Commonwealth of Massachusetts.

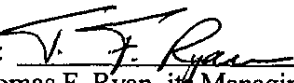
[Signature page follows]

**IN WITNESS WHEREOF**, this Certificate of Merger is hereby executed on behalf of each of the constituent entities parties hereto.

Dated: July 24, 2008

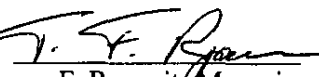
**DATTT 2005 LLC, a Massachusetts limited liability company**

**By: DATTT FARM, LLC, a Massachusetts limited liability company, its Managing Member**

By:   
Thomas F. Ryan, its Managing Member

**DATTT 2005 LLC, a Florida limited liability company**

**By: DATTT FARM, LLC, a Florida limited liability company, its Managing Member**

By:   
Thomas F. Ryan, its Managing Member

**Exhibit A**  
**Agreement and Plan of Merger**

See attached.

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**DATTT 2005 LLC**  
**(a Massachusetts Limited Liability Company)**  
**AND**  
**DATTT 2005 LLC**  
**(a Florida Limited Liability Company)**

This **AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger") is entered into on July 28, 2008 by DATTT 2005 LLC, a Massachusetts limited liability company ("DATTT"), and DATTT 2005 LLC, a Florida limited liability company ("DATTT Florida").

**WHEREAS**, DATTT is a limited liability company organized under the laws of the Commonwealth of Massachusetts, with its principal office therein located at 850 Parkway, Jupiter Florida 33477; and

**WHEREAS**, DATTT Florida is a Florida limited liability company with its registered and principal office therein located at 850 Parkway, Jupiter Florida 33477; and

**WHEREAS**, § 608.438 of the Florida Limited Liability Company Act permits a merger of a foreign limited liability company with and into a Florida limited liability company, given that certain conditions are met; and

**WHEREAS**, the Massachusetts Limited Liability Company Act permits the merger of a Massachusetts limited liability company with and into a limited liability company of another jurisdiction, and DATTT has complied with that law in effecting the merger contemplated herein; and

**WHEREAS**, DATTT and DATTT Florida and the respective Members of DATTT and DATTT Florida declare it advisable and to the advantage, welfare, and best interests of said entities to merge DATTT with and into DATTT Florida pursuant to the provisions of the Florida Limited Liability Company Act and pursuant to the provisions of the Massachusetts Limited Liability Company Act upon the terms and conditions hereinafter set forth; and

**WHEREAS**, DATTT Florida will be the surviving entity after the merger.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by DATTT and DATTT Florida, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. DATTT shall, pursuant to the provisions of the Massachusetts Limited Liability Company Act and the provisions of the Florida Limited Liability Company Act, be merged with and into DATTT Florida, which shall be the surviving entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of DATTT shall cease at said effective time in accordance with the provisions of § 61(c) of the Massachusetts Limited Liability Company Act.

2. Attached hereto as Exhibit A and made a part hereof is a copy of the Articles of Organization of the surviving entity as the same shall be in force and effect in the State of Florida at the effective time of the merger herein provided for; and said Articles of Organization shall continue to be the Articles of Organization of said surviving entity until amended and changed pursuant to the provisions of the Florida Limited Liability Company Act.

3. The present Operating Agreement of the surviving entity will be the Operating Agreement of said surviving entity and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. The effective time of this Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida and in the Commonwealth of Massachusetts shall be upon filing with the Secretaries of State of the State of Florida and the Commonwealth of Massachusetts.

5. At the effective time of this Plan of Merger, and by virtue of the merger and without any further action on the part of the members of either DATTT or DATTT Florida, the members' membership interests in DATTT issued and outstanding immediately prior thereto shall be converted on a one-to-one basis into the membership interests in DATTT Florida.

6. This Plan of Merger between the aforesaid constituent corporations is on file at the place of business of the surviving entity, the address of which is as follows: 850 Parkway, Jupiter Florida 33477.

7. A copy of the Plan of Merger will be furnished by the surviving entity, upon request, and without cost, to any member of any of the aforesaid constituent companies.

8. If DATTT Florida does not continuously maintain an agent for service of process in the Commonwealth of Massachusetts, the Secretary of State of the Commonwealth of Massachusetts is hereby irrevocably appointed to serve as DATTT Florida's true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth of Massachusetts may be served.

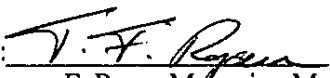
Notwithstanding the full approval and adoption of this Plan of Merger, the said Plan of Merger may be terminated at any time prior to the filing thereof with the Secretaries of State of the State of Florida or the Commonwealth of Massachusetts.

[Signature page follows]

**IN WITNESS WHEREOF**, this Plan of Merger is hereby executed on behalf of each of the constituent entities parties thereto.

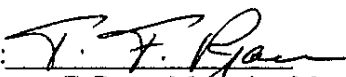
**DATTT 2005 LLC, a Massachusetts limited liability company**

By: DATTT Farm, LLC, its Managing Member:

By:   
Thomas F. Ryan, Managing Member

**DATTT 2005 LLC, a Florida limited liability company**

By: DATTT Farm, LLC, its Managing Member:

By:   
Thomas F. Ryan, Managing Member



**Exhibit A**  
**Articles of Organization**

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

DATTT 2005 LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

850 Parkway, Jupiter, Florida 33477

#### Mailing Address:

850 Parkway, Jupiter, Florida 33477

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Thomas F. Ryan

Name

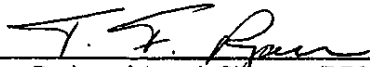
850 Parkway

Florida street address (P.O. Box **NOT** acceptable)

Jupiter, Florida 33477<sub>FL</sub>

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

DATTT Farm, LLC c/o Thomas F. Ryan

850 Parkway

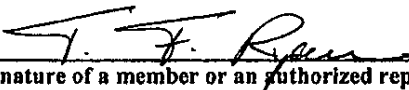
Jupiter, Florida 33477

(Use attachment if necessary)

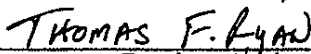
**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)