

L09000005048

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

Aug. 12, 2009

EXAMINER

E. BLAKE MELHUISH, P.A.

**Attorney and Counselor at Law
522 Twelfth Street West
Bradenton, Florida 34205**

E. BLAKE MELHUISH, ESQUIRE

E-Mail Address
Melhuishpa@aol.com

Telephone
(941) 748-1976
Facsimile
(941) 747-3730

July 20, 2009

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Limited Liability Merger
Diamond Ice Prints, LLC
Our File No: 09-014

Dear Sir or Madam:

Enclosed are a Cover Letter, Certificate of Merger for Florida Limited Liability Company with attached Agreement of Merger along with a copy of the same for issuing a certified copy.

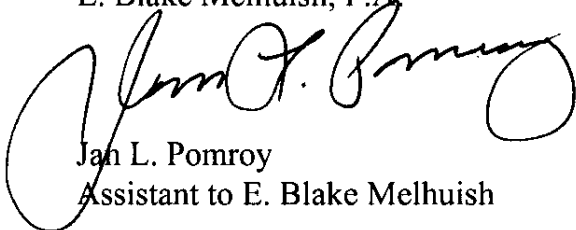
I have enclosed our check in the amount of \$55.00 as the fee for this service along with a stamped, addressed envelope for forwarding the certified copy.

If you have any questions, please do not hesitate to contact me at the above number.

*sent CUS, not enough
money for
CC copy*

Sincerely,

E. Blake Melhuish, P.A.



Jan L. Pomroy
Assistant to E. Blake Melhuish

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2009

E. BLAKE MELHUISE
E. BLAKE MELHUISE, P.A.
522 12TH STREET WEST
BRADENTON, FL 34205

SUBJECT: DIAMOND ICE PRINTS, LLC
Ref. Number: L09000005048

We have received your document for DIAMOND ICE PRINTS, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 309A00025181

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DIAMOND ICE PRINTS, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

E. BLAKE MELHUISH

Contact Person

E. BLAKE MELHUISH, P.A.

Firm/Company

522 12TH STREET WEST

Address

BRADENTON, FLORIDA 34205

City, State and Zip Code

MELHUIHPA@AOL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

E. BLAKE MELHUISH

Name of Contact Person

at (941)

748-1976

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00
not enough money

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ICE GLASS PRINTS FLORIDA	FLORIDA	LLC L08000029964
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DIAMOND ICE PRINTS	FLORIDA	LLC L09000005048

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

[illegible]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER 2009 AUG 11 PM 2: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER is made this 22 day of July, 2009 by and between **ICE GLASS PRINTS FLORIDA, LLC**, a Florida Limited Liability Company (merging company) and **DIAMOND ICE PRINTS, LLC**, a Florida Limited Liability Company (surviving company).

WITNESSETH:

WHEREAS, the principal and registered office of the surviving company is located at 6333 McCoy Road, Orlando, Florida 32822. The registered agent for the surviving company is Robert Fox, 6333 McCoy Road, Orlando, Florida 32822;

WHEREAS, the principal and registered office of the merging company is located at 6333 McCoy Road, Orlando, Florida 32822;

WHEREAS, the managers and members of the merging and surviving company deem it advisable that the merging company be merged into the surviving company on the terms and conditions provided in this agreement and in accordance with the laws of the state of Florida;

WHEREAS, the members and managers of the surviving company and merging company are identical.

NOW THEREFORE, in consideration of the promises and covenants herein contained, the parties hereto hereby agree as follows:

1. The parties hereto are agreed that the merging company shall be merged with and into the surviving company and that the merging company and the surviving company shall hereafter be a single company. The surviving company shall be the company continuing after the merger and the separate existence of the merging company shall cease on the effective date of this Agreement.

2. Since all of the memberships certificates of the merging company are currently owned by the members of the surviving company, no additional memberships certificates will be issued by the surviving company to reflect the ownership interest of the members in the surviving company after the effective date. The certificates representing the members' interest in the merging company shall be surrendered and cancelled as of the effective date. The members of the merging

company will be issued membership certificates of the surviving company in the same proportion as they held in the merging company and as such the members' interest shall be unaffected by the merger and shall continue to constitute all of the outstanding shares in the surviving company. Further, the membership of the surviving company shall be governed by a new Operating Agreement that is identical in all respects to the Operating Agreement of the merging company except as follows:

- a. There will be no Probationary Members. This class of memberships will be eliminated. All Probationary Members shall execute an employment agreement that provides for the payment of additional compensation in the amount of one percent (1%) of the annual net profits of the surviving company as determined by generally accepted accounting principals. Any such additional compensation shall be paid to such members only during employment with the surviving company. All such additional compensation shall be determined and distributed by the surviving company at such times as may be desirable by the surviving company in its discretion. In no event shall any such member be entitled to any distribution of the profits of the surviving company after termination of employment.

- b. Upon the effective date of the merger of the merging and surviving companies, the memberships of the surviving company shall be held as follows:

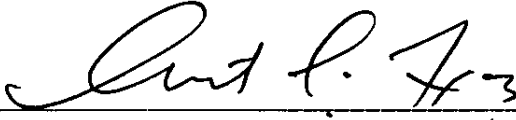
Fox Family, LLC.	50%
Charles Frisco	20%
David Hamilton	25%
J. Will Baker and Mary Fox Baker, Husband and Wife	<u>5%</u>
Total	100%

3. All of the managers and members of the surviving company and merging company are signatories to this Agreement and have unanimously assented to the terms and conditions hereof and shall execute an Operating Agreement for the surviving company upon the above terms and conditions.

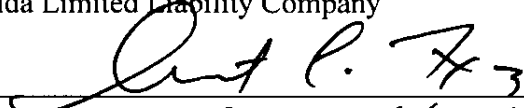
4. This Agreement and Plan of Merger shall become effective on the date that it is first filed with the Secretary of State of Florida, Department of Corporations.

IN WITNESS WHEREOF, the parties hereto set their hands and seals on the date first set forth above.

ICE GLASS PRINTS FLORIDA, LLC,
a Florida Limited Liability Company


By: 
Its MANAGING MEMBER

DIAMOND ICE PRINTS, LLC,
a Florida Limited Liability Company

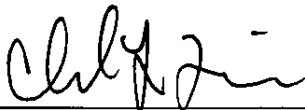
By: 
Its MANAGING MEMBER

**UNANIMOUS CONSENT OF THE MEMBERS AND MANAGERS OF THE
MERGING COMPANY AND SURVIVING COMPANY**

FOX FAMILY, LLC

By: 

Name: Robert Fox
Title: Managing Member



CHARLES FRISCO



**J. WILL BAKER OR
MARY FOX BAKER**



DAVID HAMILTON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MICHAEL BURD



SHERMAN WHITED



JULIE MILFORD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL