

APR-22-09

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FROM AKERMAN SENTERFITT

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Florida Department of State  
Division of Corporations  
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From:

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Account Name : AKERMAN SENTERFITT (FT. LAUDERDALE)  
Account Number : I19980000010  
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MERGER OR SHARE EXCHANGE

ZDD, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
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EXAMINER

\$90.00

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**CERTIFICATE OF MERGER**

of

**TLO/CB CORPORATION**  
a Florida corporation

with and into

**ZDD, LLC**  
a Florida limited liability company

The following Certificate of Merger is being submitted in accordance with Section 607.1109 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act:

1. The names of the merging parties are TLO/CB CORPORATION ("TLO/CB"), a Florida corporation, the merging entity, and ZDD, LLC, a Florida limited liability company, the surviving entity.

2. TLO/CB is hereby merged with and into ZDD, LLC in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, with ZDD, LLC being the surviving company of the merger (the "Merger").

3. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger") and made a part hereof by reference as if fully set forth herein.

4. The Plan of Merger was approved by the Sole Shareholder and Director of TLO/CB by written consent in accordance with the applicable provisions of the Florida Business Corporation Act.

5. The Plan of Merger was approved by the Sole Member and Manager of ZDD, LLC by written consent in accordance with the applicable provisions of the Florida Limited Liability Company Act.

6. The effective date of the Merger is the date of filing of this Certificate of Merger with the Department of State of the State of Florida.

7. As a result of the Merger, the name of ZDD, LLC, the surviving entity, will be changed to "TLO/CB, LLC".

[Signatures on following page]

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21 The undersigned have caused this Certificate of Merger to be executed on the day of April, 2009.

MERGING ENTITY:

TLO/CB CORPORATION  
a Florida corporation

By: 

Name: *Hank Asher*

Title: President

SURVIVING ENTITY:

ZDD, LLC  
a Florida limited liability company

By: TLO, LLC, its Manager

By: 

Derek Dubner, Secretary

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EXHIBIT A  
AGREEMENT AND PLAN OF MERGER

See attached.

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into this 21 day of April, 2009, by and between TLO/CB CORPORATION ("TLO/CB"), a Florida corporation, the merging entity, and ZDD, LLC, a Florida limited liability company, the surviving entity.

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**WITNESSETH:**

WHEREAS, TLO/CB is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, ZDD, LLC is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by TLO/CB's Sole Shareholder and Director, and by ZDD, LLC's Sole Member and Manager, TLO/CB and ZDD, LLC have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable provisions of Florida law.

NOW THEREFORE, in consideration of the mutual promises herein contained, TLO/CB and ZDD, LLC hereby agree as follows:

1. **MERGER.** At the Effective Time (as herein defined), TLO/CB, the merging entity, shall be merged with and into ZDD, LLC, the surviving entity, upon the terms and conditions set forth in this Agreement.

2. **SURVIVING ENTITY.** At the Effective Time:

(a) ZDD, LLC shall be the surviving entity of the Merger and shall continue to exist as a limited liability company under and be governed by the laws of the State of Florida, with all of the rights and obligations as are provided by Florida law; and

(b) TLO/CB, the merging entity, shall cease to exist, and its property shall become the property of ZDD, LLC, the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** At the Effective Time:

(a) Except as provided in Paragraph 4 below, the Articles of Organization of ZDD, LLC as in effect immediately prior to the Effective Time, shall be the Articles of Organization of ZDD, LLC, the surviving entity;

(b) The Operating Agreement of ZDD, LLC as in effect immediately prior to the Effective Time shall be the Operating Agreement of ZDD, LLC, the surviving entity; and

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(c) The Sole Member and Manager of ZDD, LLC immediately prior to the Effective Time shall be the Sole Member and Manager of ZDD, LLC, the surviving entity.

4. NAME CHANGE. At the Effective Time, the name of ZDD, LLC, the surviving entity, shall be changed to "TLO/CB, LLC"

5. MANNER AND BASIS OF CONVERTING SHARES. At the Effective Time: (a) all of the issued and outstanding shares of capital stock of TLO/CB and any rights to acquire the shares of TLO/CB shall be surrendered to ZDD, LLC, the surviving entity, and canceled, and no membership interests of ZDD, LLC or cash or other property will be issued in exchange therefor or in respect thereof; and (b) all of the issued and outstanding membership interests of ZDD, LLC, the surviving entity, shall remain outstanding, and the current member of ZDD, LLC shall continue to own the same number, proportion and type of membership interest of ZDD, LLC as such current member owned prior to the Effective Time.

6. MANAGER OF SURVIVING ENTITY. Management of ZDD, LLC, the surviving entity, is vested in the Manager. The Manager of ZDD, LLC is TLO, LLC, whose business address is 4530 Conference Way South, Boca Raton, Florida 33431.

7. APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and adopted and/or approved by the Sole Shareholder and Director of TLO/CB and by the Sole Member and Manager of ZDD, LLC. The Sole Shareholder and Director of TLO/CB and the Sole Member and Manager of ZDD, LLC shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

8. EFFECTIVE TIME OF MERGER. The Merger shall be effective at the time of filing of the Certificate of Merger with respect to the Merger with the Office of the Secretary of State of the State of Florida (the "Effective Time").

9. MISCELLANEOUS.

(a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto, the Sole Shareholder and Director of TLO/CB, the merging entity, and the Sole Member and Manager of ZDD, LLC, the surviving entity, and no person or entity not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations regarding the matters set forth herein, and it may not be

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amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered as of the day and year first above written.

MERGING ENTITY:

TLO/CB CORPORATION  
a Florida corporation

By: 

Name: Hank Asher  
Title: President

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SURVIVING ENTITY:

ZDD, LLC  
a Florida limited liability company

By: TLO/LLC, its Manager

By: 

Derek Dubner, Secretary