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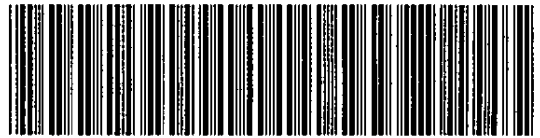
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09 JUL 31 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

AUG 3 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Finest Known, 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:

James DiGeorgia

Contact Person

Finest Known, LLC

Firm/Company

925 South Federal Highway, Suite 500

Address

Boca Raton, Florida 33432

City, State and Zip Code

izaremba@digeorgia.com

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

For further information concerning this matter, please call:

Laura Zaremba

Name of Contact Person

at ( 561 )

750-8483 ext 1026

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**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

**CERTIFICATE OF MERGER  
FOR  
FINEST KNOWN, LLC**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Finest Known, Inc. 925 S. Federal Highway Suite 500 Boca Raton, FL 33432	Florida	For Profit Corporation

Florida Document/Registration Number: P00000001788

FEI Number: 650982545

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Finest Known, LLC 925 S. Federal Highway Suite 500 Boca Raton, FL 33432	Florida	For Profit Limited Liability Company

Florida Document/Registration Number: L09000056514

EIN Number: 27-0273861

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

The sole Shareholder of Finest Known, Inc., a Florida Profit Corporation, and the sole Member of Finest Known, LLC, a Florida Limited Liability Company, is identical.

The Plan of Merger was approved by the Board of Directors of Finest Known, Inc., a Florida Profit Corporation, on July 31, 2009, and it was adopted by its sole shareholder on July 31, 2009. The Plan of Merger was approved by the sole Member/Managing Member of Finest Known, LLC, a Florida Limited Liability Company, on July 31, 2009, and was adopted by its sole Member on July 31, 2009.

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**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of: August 1, 2009.

**TENTH:** The Certificate of Merger complies with and were executed in accordance with the laws of the State of Florida.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY.**

Name of Entity

Signature(s)

Typed or Printed Name of Individual

**Finest Known, Inc.**

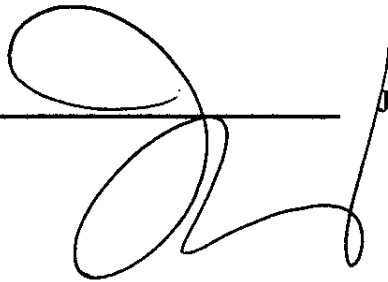
x

James DiGeorgia, President

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TALLAHASSEE, FLORIDA

**Finest Known, LLC**

x

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller loops and a long vertical stroke extending downwards.

James DiGeorgia, Managing Member

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Finest Known, Inc. 925 S. Federal Highway Suite 500 Boca Raton, FL 33432	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Finest Known, LLC 925 S. Federal Highway Suite 500 Boca Raton, FL 33432	Florida

**THIRD:** The terms and conditions of the merger are as follows:

1. The two (2) Entity's shall be a single Company, which shall be Finest Known, LLC, the Surviving Company, and the separate existence of Finest Known, Inc. shall cease;
2. Finest Known, LLC shall possess all of the rights, privileges, immunities and franchises, both public and private, of each of the Entity's; and all property, real, personal and mixed, and all debts dues on whatever account, including subscriptions to shares, and all other chooses in action, and all and every other interest of, or belonging to, or due to each of the Entity's, shall be taken and deemed to be vested in the Surviving Company without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Entity's, shall not revert or be in any way impaired by reason of the merger;
3. Finest Known, LLC shall be responsible and liable for all of the liabilities and obligations of each of the Entity's; and any claim existing or action or proceeding pending by or against either of the Entity's may be prosecuted to judgment as if the merger has not taken place, or the Surviving Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Entity's shall be impaired by the merger; and
4. The Managing Member of the Surviving Company shall be as follows:

James DiGeorgia, Managing Member

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The total number of shares which Corporation has authority to issue is six hundred (600) shares of common stock, \$1.00 per value, of which one hundred (100) shares are issued and outstanding; and all of the issued and outstanding shares of Corporation Stock are held solely by James DiGeorgia, the Shareholder; and the Shareholder of Corporation agrees to transfer all of the issued and outstanding shares of stock of Corporation owned by him.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The Articles of Organization of Finest Known, LLC shall not be amended in any respect by reason of this Plan of Merger, and said Articles of Organization shall constitute the Articles of Organization of the surviving Company until altered, amended, restated or repealed in the manner provided by law.

At the Effective Date, by virtue of the merger and without any action on the part of the holder of any share of Finest Known, Inc., each share of stock shall be canceled automatically.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,  
Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity name(s) and address(es) of the manager(s) managing member(s) is/are as follows:

James DiGeorgia, Managing Member  
708 Coquina Way  
Boca Raton, FL 33431

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

If at any time the Surviving Company shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Company the title to any property or rights of Finest Known, Inc., then the proper officers and directors of Finest Known, Inc. shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Company and otherwise to carry out the purpose of this agreement. Without limiting the foregoing, the parties to this agreement intend that any and all distributions of assets and other properties pursuant to this Agreement shall be completed no later than July 31, 2009.

This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which, taken together, shall contribute one and the same instrument.

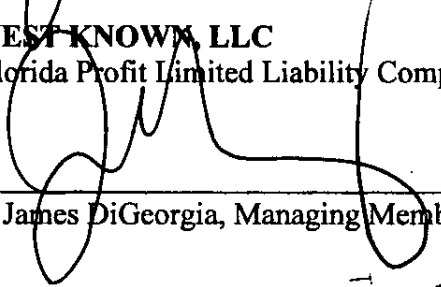
This Agreement shall be governed by, and construed in accordance with the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties have caused this agreement to be executed by their respective officers thereunto duly authorized as of the day and year first above written.

**FINEST KNOWN, INC.,**  
a Florida Profit Corporation

By:   
James DiGeorgia, President

**FINEST KNOWN, LLC**  
A Florida Profit Limited Liability Company

By:   
James DiGeorgia, Managing Member

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