

L090000075519

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

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B. KOHR

JUN 23 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUN 21 PM 1:00

CONTACT: Kim Weidenbach

DATE: 06/21/10

REF. #: 001626.127136

* File First *

CORP. NAME: ZIMAGI, LLC (FL) merging into: ZIMAGI, LLC (DE)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 535402 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 22, 2010

KIM WEIDENBACH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: ZIMAGI, LLC
Ref. Number: L09000075519

RECEIVED
JUN 21 2010
TALLAHASSEE, FLORIDA

RECEIVED
JUN 21 2010
PH 9:50
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

We have received your document for ZIMAGI, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$50.00 payment.

On the first page the names of the entities should not have the "(FL)" after ZIMAGI, LLC. The jurisdiction is indicated in the "Jurisdiction" column. And it seems that the survivor's actual name is "ZIMAGI, LLC (FL)".

On page 2, there MUST BE ADDRESSES entered in Item A in the EIGHTH section. There MUST BE a street address, and there MUST BE a mailing address.

The addresses entered in these items may be the same address that is entered in the SIXTH SECTION, but the addresses have to be listed.

ALSO, along with the CERTIFICATE OF MERGER, a PLAN OF MERGER document must be submitted. You may use our form, which is attached, or draw up your own document.

Please return 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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 510A00015297

FILED
STATE
DIVISION OF CORPORATIONS
10 JUN 21 PM 1:00

**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:

LU4000075519

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Zimagi, LLC	Florida	LLC
Zimagi, LLC	Delaware	LLC

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>
Zimagi, LLC	Delaware	LLC

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:

c/o National Registered Agents, Inc.

160 Greentree Drive, Suite 101

Dover, DE 19904

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: 10275 Collins Avenue, Unit 515

Bal Harbor, FL 33154

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.4395, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Zimagi, LLC (FL)		Lidel Ziraldo, Managing Member
Zimagi, LLC (DE)		Lidel Ziraldo, Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into by and between Zimagi, LLC a Delaware limited liability company (the "**Zimagi DE**"), and Zimagi, LLC, a Florida limited liability company (the "**Zimagi FL**"), as of April 1st, 2010.

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

1. The Merger.

1.1 **Surviving Entity.** Upon the time of filing (the "**Effective Time**") of a Certificate of Merger with the Secretary of State of the State of Delaware and the simultaneous filing of a Articles of Merger with the Secretary of State of the State of Florida.

(a) Zimagi FL shall be merged with and into the Zimagi DE (the "**Merger**") in accordance with Florida Limited Liability Company Act and the Delaware Limited Liability Company Act.

(b) Zimagi DE shall be the surviving company of the Merger (hereinafter sometimes called the "**Surviving LLC**"),

(c) the identity, existence, rights, privileges, powers, franchises, properties and assets of the Zimagi DE shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC, and

(d) the identity and separate existence of the Zimagi FL shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Zimagi FL shall be vested in the Surviving LLC.

1.2 **Operating Agreement, Members, Manager and Officers.** From and after the Effective Time until amended as provided by law, the Operating Agreement of the Zimagi DE shall be the Operating Agreement of the Surviving LLC, and the manager and any officers of the Zimagi DE in office immediately prior to the Effective Time shall become the manager and officers of the Surviving LLC as of the Effective Time.

1.3 **Membership Interest Conversion.** At the Effective Time each membership interest in the Zimagi FL outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Zimagi FL or the Zimagi DE, be canceled; and all of the membership interests in the Zimagi DE outstanding prior to the Merger shall remain outstanding membership interests in the Surviving LLC following the Merger.

2. General.

2.1 **Condition to the Merger.** The Merger shall have been duly authorized by both the Zimagi DE and the Zimagi FL prior to the filing of the Articles of Merger and Certificate of

Merger with the Secretaries of State of the States of Florida and Delaware, respectively effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the consent of either the member or manager of the Zimagi DE or the member or manager of the Zimagi FL. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, managers or members shall have any liability hereunder.

2.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.