

L09000083802

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

**G. MCLEOD**

DEC 17 2009

**EXAMINER**



400163361884

12/16/09--01018--025 \*\*50.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
09 DEC 16 PM 1:57

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dale Financial 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:

Brian D. Fruman

Contact Person

Dale Financial LLC

Firm/Company

1231 Tequesta Street

Address

Fort Lauderdale FL 33312

City, State and Zip Code

brianfruman@att.net

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

For further information concerning this matter, please call:

BRIAN D. FRUMAN

Name of Contact Person

at ( 954 )

765-1258

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

09 DEC 16 PM 1:57

**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>
S&B Networks LLC	Florida	Limited Liability Company
DALE FINANCIAL LLC	Florida	Limited Liability Company

**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>
DALE FINANCIAL LLC	Florida	Limited Liability Company

**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:

N/A

**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:

N/A

**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:

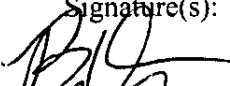
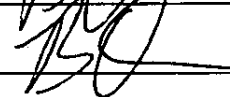
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
S&B Networks, LLC		BRIAN D. FRUMAN
Dale Financial LLC		BRIAN D. FRUMAN
_____	_____	_____
_____	_____	_____

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

## PLAN OF MERGER

**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>
<u>S&amp;B Networks LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Dale Financial LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**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>
<u>Dale Financial LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

On the effective date of the merger, the separate existence of S&B Networks LLC ("Merged Entity") shall cease, and all rights, title and interest in and to all property, real and personal, tangible and intangible, of the Merged Entity shall vest in Dale Financial LLC ("Surviving Party") without necessity of any separate transfer; and the Surviving Party shall thereafter be responsible and liable for all liabilities and obligations of the Merged Entity, and neither the rights of creditors nor any liens upon the property of the Merged Entity shall be impaired by the merger.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Twenty percent (20%) of each membership interest in the Merged Entity on the  
effective date of the merger shall be converted into a membership interest in the  
Surviving Party, and the remaining eighty percent (80%) of each membership in-  
terest in the Merged Entity on the effective date of the merger shall be cancelled,  
simultaneously with the consummation of the merger.

*(Attach additional sheet if necessary)*

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

Prior to the merger, no members of either the Merged Entity or the Surviving Party  
had rights to acquire interests in the respective parties, and following the merger,  
the members of the Surviving Party do not have rights to acquire interests in the  
Surviving Party.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

The Articles of Organization of Dale Financial LLC shall be amended to reflect that  
Brian D. Fruman is the Manager of Dale Financial LLC.

*(Attach additional sheet if necessary)*