

L10000 119579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

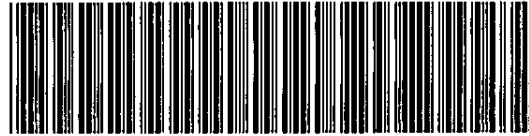
(Business Entity Name)

(Document Number)

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

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02/08/11--01001--011 \*\*25.00

12/14/10--01009--006 \*\*25.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JAN -3 PM 3:30

T. HAMPTON

FEB -7 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DIRT LABEL, 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:

ANA DELGADO

Contact Person

DIRT LABEL, LLC

Firm/Company

701 SW 33RD PLACE

Address

BOYNTON BEACH, FL 33435

City, State and Zip Code

DIRTFITNESS@GMAIL.COM

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

For further information concerning this matter, please call:

TODD BOMSER

Name of Contact Person

at ( 954 )

321-9991

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

11 JAN -5 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 15, 2010

ANA DELGADO  
701 SW 33RD PLACE  
BOYNTON BEACH, FL 33435

SUBJECT: DIRT LABEL LLC  
Ref. Number: L10000119579

We have received your document for DIRT LABEL LLC and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The effective date must be specific and cannot be prior to the date of filing.

The plan of merger must contain the terms and conditions of the merger.

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

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) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 210A00029034



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

11 FEB -4 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 6, 2011

ANA DELGADO  
701 SW 33RD PLACE  
BOYNTON BEACH, FL 33435

SUBJECT: DIRT LABEL LLC  
Ref. Number: L10000119579

We have received your document for DIRT LABEL LLC and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

You failed to make the correction(s) requested in our previous letter.

The effective date must be specific and cannot be prior to the date of filing.

The plan of merger must contain the terms and conditions of the merger.

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) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 111A00000471

**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>
DIRT FITNESS, LLC	FL	LLC
DIRT LABEL, LLC	FL	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>
DIRT LABEL, LLC	FL	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:

~~November 30, 2010~~ 1/3/2011

**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:

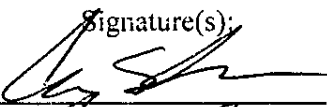
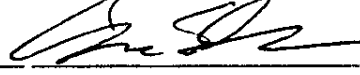
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 701 SW 33RD PLACE  
BOYNTON BEACH, FL 33435  
\_\_\_\_\_

Mailing address: 701 SW 33RD PLACE  
BOYNTON BEACH, FL 33435  
\_\_\_\_\_

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:
DIRT FITNESS, LLC		ANA DELGADO
DIRT LABEL, LLC		ANA DELGADO

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
DIRT FITNESS, LLC	FL	LLC
DIRT LABEL, LLC	FL	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>
DIRT LABEL, LLC	FL	LLC

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

The same terms + conditions between LLC members  
will continue in the successor LLC

(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:

EACH MEMBER IN DIRT FITNESS, LLC WILL OWN SAME PERCENTAGES IN  
SURVIVING ENTITY DIRT LABEL, LLC.

*(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:

NONE

*(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:

NONE

*(Attach additional sheet if necessary)*

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

NONE

*(Attach additional sheet if necessary)*