

L11000020600

(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

EFFECTIVE DATE

01/04/12



400215638184

400215638184
01/04/12--01024--009 **80.00

RECORDARY OF STATE
TALLAHASSEE, FLORIDA

12 JAN -14 PM 5:36

FILED

D. BRUCE

JAN 30 2012

EXAMINER



ACK Inc. . . . a better way to buy wholesale!

Florida Division of Corporations
Deborah Bruce
Regulatory Specialist II
PO Box 6327
Tallahassee, Florida 32314

24 January 2012

RE: Letter Number 912A00000383

Dear Ms. Bruce,

Sorry for the confusion on our original submission. As per your letter, we have changed the document date to 4 January 2012.

Please, let me know if you need any additional information from us.

All the best,

A handwritten signature in black ink, appearing to read 'Andrew A. Kroll', written over a horizontal line.

Andrew A. Kroll

ACK LLC
1862 Dr Martin Luther King Jr. Blvd
West Palm Beach, FL 33404 USA

P 561.863.5191
F 561.863.3277
aak@ackinc.com

FILED
12 JAN -4, PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2012

ANDREW KROLL
1862 DR MARTIN LUTHER KING BLVD
WEST PALM BEACH, FL 33404

SUBJECT: ACK LLC
Ref. Number: L11000020600

We have received your document for ACK LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The effective date cannot be prior to 01/04/12, the date received by this office.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 912A00000383

FILED
12 JAN -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ACK, 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:

Andrew Kroll

Contact Person

ACK

Firm/Company

1862 Dr Martin Luther King Blvd

Address

West Palm Beach, FL 33404

City, State and Zip Code

andrew@ackinc.com

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

FILED
12 JAN -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Andrew Kroll

Name of Contact Person

at (561)

863-5191

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
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>
digPETS	Florida	LLC L07000122431

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>
ACK	Florida	LLC L11020020600

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.

EFFECTIVE DATE 01/04/12

FILED
12 JAN -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

4 January 2012

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: 1862 Dr Martin Luther King Blvd

West Palm Beach, FL 33404

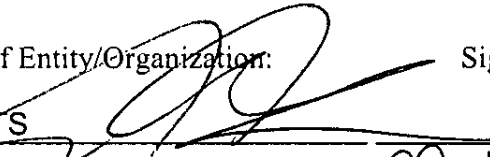
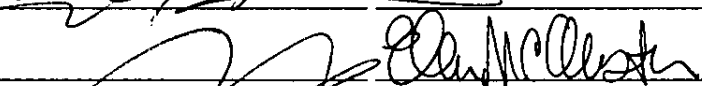

Mailing address: 1862 Dr Martin Luther King Blvd

West Palm Beach, FL 33404

FILED
12 JAN -4 PM 5:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

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:
digPETS		Andrew Kroll
ACK		Ellen McAlister
ACK		Andrew Kroll

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u>	
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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

FILED
12 JAN -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
digPETS	Florida	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>
ACK	Florida	LLC

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

The identity, existence, rights, privileges, powers, franchises, properties and assets of ACK shall continue unaffected and unimpaired by the merger and the identity and separate existence of digPETS shall cease, and all of the rights privileges, powers, franchise, properties, assets and liabilities of digPETS shall be vested in ACK.

(Attach additional sheet if necessary)

12 JAN -4 PM 5:37
RECORDS OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

As of the effective date of the merger, all interests in digPETS shall be exchanged for units in ACK, on an equal basis per member in ACK.

(see copy of executed "Agreement and Plan of 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:

(see copy of executed "Agreement and Plan of Merger")

(Attach additional sheet if necessary)

12 JAN -4 PM 5:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

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

The merger shall have been duly authorized by both the digPETS and ACK prior to the filing of the Certificate of Merger with the Secretary of State of Florida.

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

12 JAN -4 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Agreement and Plan of Merger

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into by and between ACK LLC, a Florida limited liability company ("**Company 1**"), and digPETS LLC, a Florida limited liability company ("**Company 2**"), as of 1 January 2012. In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

1. The Merger.

- 1.1. Surviving Company. Upon the time of filing (the "**Effective Time**") of a Certificate of Merger with the Secretary of State of Florida:
- (a) Company 2 shall be merged with and into the Company 1 (the "**Merger**") in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes, and the Certificate of Merger pursuant to section 608.4382, Florida Statutes.
 - (b) Company 1 shall be the Surviving Company of the Merger (hereinafter referred to as the "**Surviving Company**"),
 - (c) the identity, existence, rights, privileges, powers, franchises, properties and assets of the Company 1 shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Company, and
 - (d) the identity and separate existence of the Company 2 shall cease, and all of the rights, privileges, powers, franchises, properties, assets and liabilities of Company 2 shall be vested in the Surviving Company.
- 1.2. Bylaws, Members, Directors and Officers. From and after the Effective Time until amended as provided by law, the Bylaws of the Company 1 shall be the Bylaws of the Surviving Company, and the members, directors and any officers of the Company 1 in office immediately prior to the Effective Time shall become the members, directors and officers of the Surviving Company as of the Effective Time.
- 1.3. Share Conversion. At the Effective Time each share of Stock of the Company 2 outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Company 2 or the Company 1, be exchanged for units in the Company 1 as set forth on Schedule A hereto; and all the units in the Company 1 existing prior to the Merger shall remain outstanding units in the Surviving Company following the Merger.

12 JAN - 2012 PM 5:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2. **General.**

- 2.1. Condition to the Merger. The Merger shall have been duly authorized by both the Company 2 and the Company 1 prior to the filing of the Certificate of Merger with the Secretary of State of Florida 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 vote of either the board of managers of the Company 1 or the board of managers of the Company 2. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officer, directors 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.

[The remainder of this page has been intentionally left blank. Signature page follows.]

FILED
12 JAN -4 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

Company 1:

ACK LLC

By: _____

Signature: _____

Print Name: _____

Title: _____

Date: _____

Company 2:

digPETS LLC

By: _____

Signature: _____

Print Name: _____

Title: _____

Date: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JAN -4 PM 5:37

FILED

SCHEDULE A

MEMBERS SCHEDULE

Members	Units	Percentage Interest
Andrew A. Kroll	100 Units	50%
<u>Ellen McAlister</u>	100 Units	50%

FILED

12 JAN -4 PM 5:37

CLERK OF STATE
TALLAHASSEE, FLORIDA

Agreement and Plan of Merger

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into by and between ACK LLC, a Florida limited liability company ("**Company 1**"), and digPETS LLC, a Florida limited liability company ("**Company 2**"), as of 1 January 2012. In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

1. The Merger.

- 1.1. Surviving Company. Upon the time of filing (the "**Effective Time**") of a Certificate of Merger with the Secretary of State of Florida:
- (a) Company 2 shall be merged with and into the Company 1 (the "**Merger**") in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes, and the Certificate of Merger pursuant to section 608.4382, Florida Statutes.
 - (b) Company 1 shall be the Surviving Company of the Merger (hereinafter referred to as the "**Surviving Company**"),
 - (c) the identity, existence, rights, privileges, powers, franchises, properties and assets of the Company 1 shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Company, and
 - (d) the identity and separate existence of the Company 2 shall cease, and all of the rights, privileges, powers, franchises, properties, assets and liabilities of Company 2 shall be vested in the Surviving Company.
- 1.2. Bylaws, Members, Directors and Officers. From and after the Effective Time until amended as provided by law, the Bylaws of the Company 1 shall be the Bylaws of the Surviving Company, and the members, directors and any officers of the Company 1 in office immediately prior to the Effective Time shall become the members, directors and officers of the Surviving Company as of the Effective Time.
- 1.3. Share Conversion. At the Effective Time each share of Stock of the Company 2 outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Company 2 or the Company 1, be exchanged for units in the Company 1 as set forth on Schedule A hereto; and all the units in the Company 1 existing prior to the Merger shall remain outstanding units in the Surviving Company following the Merger.

FILED

12 JAN 4 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. **General.**

- 2.1. Condition to the Merger. The Merger shall have been duly authorized by both the Company 2 and the Company 1 prior to the filing of the Certificate of Merger with the Secretary of State of Florida 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 vote of either the board of managers of the Company 1 or the board of managers of the Company 2. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officer, directors 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.

[The remainder of this page has been intentionally left blank. Signature page follows.]

FILED
12 JAN -4 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

Company 1:

ACK LLC

By: _____

Signature: 

Print Name: ELLEN McAulister

Title: member

Date: Dec. 28 2011

Company 2:

digPETS LLC

By: _____

Signature: 

Print Name: Andrew Krohn

Title: PRESIDENT

Date: 28 Dec. 2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JAN -4 PM 5:37

FILED

SCHEDULE A

MEMBERS SCHEDULE

Members	Units	Percentage Interest
Andrew A. Kroll	100 Units	50%
<u>Ellen McAlister</u>	100 Units	50%

FILED

12 JAN -4 PM 5:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA