

L 13000053596

Florida Department of State
Division of Corporations
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RE-SUBMIT

Please retain original filing date of submission 1/30

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**MERGER OR SHARE EXCHANGE
DATASCRPTION LLC**

Certificate of Status	0
Certified Copy	1
Page Count	067
Estimated Charge	\$58.75

30.00
#80.00

Merger

RECEIVED

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DIVISION OF CORPORATIONS
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January 31, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DATASCRPTION LLC
1155 BRICKELL BAY DR PH108
MIAMI, FL 33131

SUBJECT: DATASCRPTION LLC
REF: L13000053596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H14000024240
Letter Number: 814A00002192

RE-SUBMIT

Please retain original filing
date of submission 1/30

**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. 605.1025, 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>
Datascrption 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>
Datascrption LLC	Delaware	Limited Liability Company

THIRD: The 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, 605, 617, and/or 620, Florida Statutes.

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 TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

1209 Orange Street
Wilmington, Delaware 19801

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, P.S.

SIXTH: If other than the date of filing, the delayed 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:

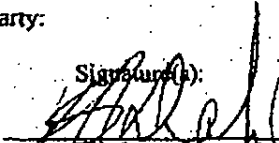
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

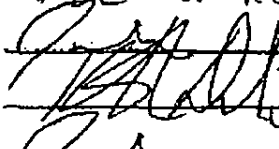
Typed or Printed Name of Individual:

Datascription LLC, a Florida LLC



Kenny DeAngelis, Manager

Datascription LLC, a Delaware LLC



Jonathan Wilder, Manager

Kenny DeAngelis, Manager

Jonathan Wilder, Manager

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 an authorized person

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
BETWEEN
DATASCRPTION LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
and
DATASCRPTION LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into as of this 24 day of January 2014, between (i) DATASCRPTION LLC, a Delaware limited liability company (the "Surviving LLC"), and (ii) DATASCRPTION LLC, a Florida limited liability company (the "Absorbed LLC").

RECITALS

A. Surviving LLC is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Delaware with its principal office at 1155 Brickell Bay Drive, Penthouse 108, Miami, Florida 33131. Surviving LLC filed its Certificate of Formation with the Delaware Secretary of State on January 24, 2014, filing number 5470755.

B. Absorbed LLC is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida with its principal office at 1155 Brickell Bay Drive, Penthouse 108, Miami, Florida 33131. Absorbed LLC filed its Articles of Organization with the Florida Secretary of State on April 11, 2013, filing number L13000053596.

C. The parties intend that the Absorbed LLC merge with and into the Surviving LLC (the "Merger") under the terms and conditions set forth in this Agreement and the applicable provisions of Delaware law.

E. The parties desire to enter into this Agreement to set forth certain covenants relating to the consummation of the Merger.

NOW, THEREFORE, it is agreed as follows:

1. Terms.

1.1. On the Effective Date (as defined below) of the Merger, the Absorbed LLC shall be merged with and into the Surviving LLC, with the Surviving LLC as the surviving business entity.

1.2. As of the Effective Date, by virtue of the Merger and without any action on the part of any member of the Absorbed LLC, each Member's membership interest in the Absorbed LLC shall be converted into an equal and proportional percentage of membership

interests in the Surviving LLC, including capital accounts, and interests in profits, losses and distributions, and voting rights.

2. Effective Date. The Merger shall become effective on the time and date specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware (the "Effective Date").

3. Effect of Merger. On the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of Title 6 of the Limited Liability Company Act of the State of Delaware (the "Act"). Without limiting the generality of such provisions, on the Effective Date, all the real and personal property, interests, assets, rights, privileges, immunities and powers of the Absorbed LLC shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Absorbed LLC shall become the debts, liabilities, duties and obligations of the Surviving LLC.

4. Amendment and Termination.

4.1. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, this Agreement may be amended by the Surviving LLC and the Absorbed LLC to the extent permitted by the Act.

4.2. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, this Agreement may be terminated and abandoned by the Surviving LLC and the Absorbed LLC.

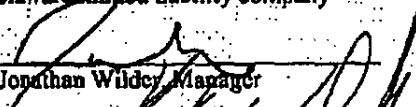
5. Covenants and Agreements. If at any time after the Effective Date, Surviving LLC considers or is advised that any other actions or things are necessary or desirable (a) to vest, perfect, or confirm of record or otherwise in Surviving LLC its right, title, or interest in, to, or under any of the rights, properties, or assets of the Absorbed LLCs or (b) to otherwise carry out this Agreement, the Managers the Surviving LLC, acting alone, are authorized, in the name, as attorney-in-fact for, and on behalf of the Absorbed LLC, to execute and deliver all such things and to take and do all such actions as may be necessary or desirable to vest, perfect, or confirm in the Surviving LLC all rights, title, and interests in, to, and under such rights, properties, or assets or to otherwise carry out this Agreement.

[signatures on next page]

IN WITNESS WHEREOF, the Surviving LLC and the Absorbed LLC have caused this Agreement to be executed by its authorized representative, all as of the date first above written.

SURVIVING LLC:

DATASCRPTION LLC,
a Delaware limited liability company

By: 
Jonathan Wilder, Manager

By: 
Kenny DeAngelis, Manager

ABSORBED LLC:

DATASCRPTION LLC,
a Florida limited liability company

By: 
Jonathan Wilder, Manager

By: 
Kenny DeAngelis, Manager