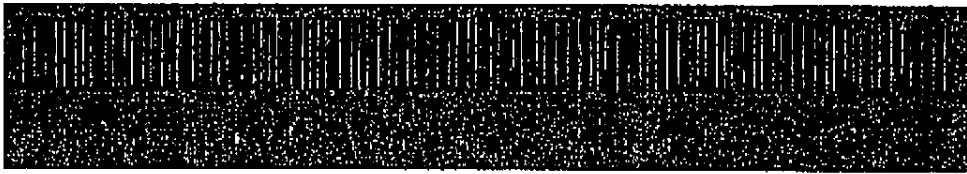


L13000174486

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DAC Acquisitions, LLC

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THIS INSTRUMENT PREPARED BY  
AND RETURNED TO:

Craig S. Pearlman, Esquire  
Killgore, Pearlman, Stamp,  
Ornstein & Squires, P.A.  
2 S. Orange Ave., 5th Floor  
Orlando, Florida 32801

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**ARTICLES OF MERGER  
OF**

**DCL ACQUISITIONS, LLC**, a Florida limited liability company- L13000174467  
**INTO**

**DAC ACQUISITIONS, LLC**, a Florida limited liability company- L13000174486

ARTICLES OF MERGER between DCL Acquisitions, LLC, a Florida limited liability company with Tax number 46-4509190 ("DCL Acquisitions") and DAC Acquisitions, LLC, a Florida limited liability company with Tax Number 46-4816030 ("DAC Acquisitions").

Under §605.1021 of the Florida Revised Limited Liability Act, (the "Act"), DCL Acquisitions and DAC Acquisitions adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of December 22, 2014 ("Plan of Merger"), between DCL Acquisitions and DAC Acquisitions was approved and adopted by the members of DAC Acquisitions on December 22, 2014 and was adopted by the members of DAC Acquisitions on December 22, 2014, in accordance with §605.1021 - 605.1026 of the Act.

2. Under the Plan of Merger, all issued and outstanding ownership interest of DCL Acquisitions will be acquired by means of a merger of DCL Acquisitions into DAC Acquisitions with DAC Acquisitions being the surviving company ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under §605.1021(i) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 2015.

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IN WITNESS WHEREOF, the parties have set their hands on December 22, 2014.

**DCL Acquisitions, LLC**

A Florida Limited Liability Company

By: Craig S. Pearlman, Manager

Craig S. Pearlman, Manager

By: Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee

Craig S. Pearlman Irrevocable Family Trust  
dated February 28, 2009

Member

By: Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee

Lynn Minkow Irrevocable Family Trust  
dated February 28, 2009

Member

**DAC Acquisitions, LLC**

A Florida Limited Liability Company

By: Craig S. Pearlman, Manager

Craig S. Pearlman, Manager

By: Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee

Craig S. Pearlman Irrevocable Family Trust  
dated February 28, 2009

Member

By: Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee

Lynn Minkow Irrevocable Family Trust  
dated February 28, 2009

Member

**Exhibit A****Memoranda and Plan of Merger**

This Agreement and Plan of Merger (the "Agreement") is entered into by and between DCL Acquisitions, LLC, a Florida Limited Liability Company ("DCL Acquisitions") and DAC Acquisitions, LLC, a Florida Limited Liability Company ("DAC Acquisitions"), as of December 23, 2014.

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

**1 The Merger.**

**1.1 The Entity.** Upon the filing of Articles of Merger and Plan of Merger with the Secretary of State of the State of Florida ("The Effective Time"):

- (a) DCL Acquisitions shall be merged with and into DAC Acquisitions in accordance with Florida Statutes 605.1021 - 605.1026;
- (b) DAC Acquisitions shall be the surviving company of the merger;
- (c) The identity, existence, rights, privileges, powers, franchises, properties and assets of DAC Acquisitions shall continue unaffected and unimpaired by the merger; and
- (d) The identity and separate existence of DCL Acquisitions shall cease and all of the rights, privileges, powers, franchises, properties and assets of DCL Acquisitions shall be vested in DAC Acquisitions.

**1.2 Operating Agreement, Member, Manager and Officers.** From and after the Effective Time, until amendment as provided for by law, the Operating Agreement of DAC Acquisitions shall be the Operating Agreement, and the Manager and any Officers of DAC Acquisitions immediately prior to the Effective Time shall be the Managers and Officers.

**1.3 Membership Interest Conversion.** At the Effective Time, each membership interest of DCL Acquisitions outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any additional action on the part of DCL Acquisitions or DAC Acquisitions, be exchanged for membership interest in DAC Acquisitions.

**2 General.**

**2.1 Conditions to the Merger.** The Merger shall have been duly authorized by both DCL Acquisitions and DAC Acquisitions prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida.

**2.2 Termination.** Notwithstanding anything herein to the contrary, this Agreement may be terminated and abandoned before the Effective Time, whether before or after adoption

and approval of this Agreement, by the consent of either the Members of DCL Acquisitions or the Members of DAC Acquisitions. In the event of such termination and abandonment this Agreement shall forthwith become void, and neither party or 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 may be deemed the original, but all of which together shall constitute one instrument.

This Agreement and Plan of Merger is duly executed as of the date first written above.

Craig S. Pearlman, Manager

DCL Acquisitions, Craig S. Pearlman,  
Manager,

Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee of the Craig S.  
Pearlman Irrevocable Family Trust dated  
February 28, 2009, Member

Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee of the Lynn  
Minkow Irrevocable Family Trust dated  
February 28, 2009, Member

Craig S. Pearlman, Manager

DAC Acquisitions, LLC, by Craig S.  
Pearlman, Manager

Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee of the Craig S.  
Pearlman Irrevocable Family Trust dated  
February 28, 2009, Member

Craig S. Pearlman, Trustee

Craig S. Pearlman, Trustee of the Lynn  
Minkow Irrevocable Family Trust dated  
February 28, 2009, Member