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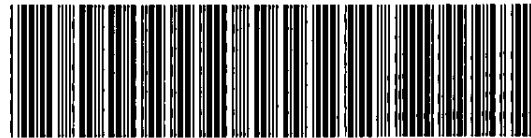
(Business Entity Name)

(Document Number)

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B. BOSTICK

SEP - 1 2011

EXAMINER

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**DANA M. SANTINO, P.A.**  
**ATTORNEYS AT LAW**

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DANA M. SANTINO, P.L., LL.M. Taxation \*  
NATALIE G. COHEN, ESQ., Of Counsel

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\* Also Licensed to Practice in New York and the District of Columbia

August 30, 2011

**VIA FEDERAL EXPRESS DELIVERY**  
**850-245-6051**

Registration Section  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Merger - Dana M. Santino, P.L. into Dana M. Santino, P.A.**

Dear Sir or Madam:


Enclosed please find the following to be filed with your office:

1. Action on Plan of Merger/Articles of Merger for Dana M. Santino, P.L. and Dana M. Santino, P.A.;
2. Resolution of Board of Directors of Dana M. Santino, P.A.;
3. Certificate of Merger; and
4. Plan of Merger.

Also enclosed is our check #1687 in the amount of \$60.00. Once these documents have been filed, please kindly return to us a copy in the enclosed self-addressed stamped envelope.

Should you need additional information or should you have any questions regarding this letter or its enclosures, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Dana', followed by a long, sweeping horizontal flourish that extends to the right.

Dana M. Santino, Esq.

DMS/ms

**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>
DANA M. SANTINO, P.L.	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>
DANA M. SANTINO, P.A.	FLORIDA	CORPORATION

**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:

\_\_\_\_\_

**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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

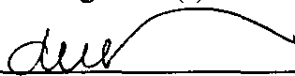
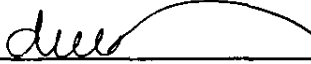
Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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:
<u>DANA M. SANTINO, P.L.</u>	<u></u>	<u>MANAGING MEMBER</u>
<u>DANA M. SANTINO, P.A.</u>	<u></u>	<u>PRESIDENT</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
DANA M. SANTINO, P.L.	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>
DANA M. SANTINO, P.A.	FLORIDA	CORPORATION

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

WHEREAS, P.L. is a limited liability company duly organized and existing under the laws of the State of Florida, having been incorporated October 1, 2009, under that name, and P.A. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated July 15, 2002 under that name.

Whereas the Managing Members of the P.L. and the Directors of the P.A., along with their respective members and shareholders deem it advisable for the general welfare and advantage of both entities that the P.L. merge into a single entity, the P.A., which shall survive this merger, pursuant to this agreement.

*(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:

The outstanding membership interests of the sole member of the P.L. shall be  
cancelled and the only outstanding interests as a result of the merger shall be  
1,000 common shares of stock of the surviving P.A. which shall be converted  
into and become 1,000 shares of \$1,000 cumulative convertible common stock  
(par value \$1.00 per share), and the sole holder of outstanding common stock of  
the surviving P.A., upon surrender to the surviving P.A. of one or more stock  
certificates, shall be entitled to receive one or more stock certificates for the  
full number of shares of convertible common stock of the surviving P.A.

*(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:

1,000 common shares of stock of the surviving P.A. shall be converted  
into and become 1,000 shares of \$1,000 cumulative convertible common stock  
(par value \$1.00 per share), and the sole holder of outstanding common stock of  
the surviving P.A., upon surrender to the surviving P.A. of one or more stock  
certificates, shall be entitled to receive one or more stock certificates for the  
full number of shares of convertible common stock of the surviving P.A.

*(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:

The President and Director of the company shall be Dana M. Santino whose  
address is 2701 PGA Boulevard, Ste B, Palm Beach Gardens, FL 33410. The  
Bylaws of the P.A. at the effective time of the merger shall be the Bylaws of the  
surviving P.A. The laws which are to govern the surviving P.A. are the laws of the  
State of Florida. The assets and liabilities of the P.L. as at the effective time of the  
merger shall be taken up on the books of the surviving P.A. This merger shall be  
submitted to and approved by the members, shareholders and Directors of the P.L.  
and P.A.

*(Attach additional sheet if necessary)*

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

From and after the date of this merger and prior to the effective time of the merger  
nether P.L. nor P.A. will, without prior written consent amend its Articles of  
Incorporation or Bylaws, unless necessary to carry out this merger; engage in any  
material activity or transaction or incur any material obligation except in ordinary  
course of business; issue rights or options to purchase or subscribe to any share of  
its capital stock; or issue or sell any shares of its capital stock.

*(Attach additional sheet if necessary)*