

P08000050624

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SECRETARY OF STATE
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14 FEB 28 PM 4:58

FILED

3/5/14

DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 031394 7266213

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 27, 2014

ORDER TIME : 10:0 AM

ORDER NO. : 031394-005

CUSTOMER NO: 7266213

ARTICLES OF MERGER

BLDI MERGER II CORPORATION

INTO

LR CONSULTING PARTNERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

031394



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2014

CSC
ATTN: SUSIE KNIGHT

SUBJECT: LR CONSULTING PARTNERS, INC.
Ref. Number: P08000050624

RESUBMIT

Please give original
submission date as file date.

02-28-14

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide the terms and conditions of the merger and also the manner and basis of converting the shares. This information must be included in the Plan of 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) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 714A00004579

RECEIVED
DEPARTMENT OF STATE
14 MAR -4 AM 11:28

**ARTICLES OF MERGER OF
BLDI MERGER II CORPORATION
WITH AND INTO
LR CONSULTING PARTNERS, INC.**

FILED
14 FEB 28 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging these corporations:


1. BLDI MERGER II CORPORATION, a Florida corporation, is hereby merging with and into LR CONSULTING PARTNERS, INC., a Florida corporation ("LR Consulting"), the surviving corporation.
2. A copy of the Plan of Merger with respect to such merger (the "Plan of Merger"), is attached hereto as Exhibit A.
3. Such merger shall be effective at 11:59 PM on February 28, 2014.
4. The Plan of Merger was approved and adopted by the Director(s) and Shareholder(s) of BLDI MERGER II CORPORATION on February 28, 2014.
5. The Plan of Merger was approved and adopted by the Directors and Shareholders of LR Consulting on February 26, 2014.

Remainder of Page Intentionally Left Blank

Signature Page Follows

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President as of the 28th day of February, 2014.

BLDI MERGER II CORPORATION
a Florida corporation

By: 
Name: Sara Carpenter
Title: Secretary

LR CONSULTING PARTNERS, INC., a
Florida corporation

By: _____
Name:
Title: President

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President as of the 28th day of February, 2014.

BEDI MERGER II CORPORATION
a Florida corporation

By: _____
Name: Sara Carpenter
Title: Secretary

LR CONSULTING PARTNERS, INC., a
Florida corporation


By: 
Name: MARK ROSEN
Title: President

Exhibit A

Plan of Merger

[See Attached]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

LR CONSULTING PARTNERS, INC.

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

BLDI MERGER II CORPORATION

FLORIDA

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

See Attached

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Attached

THIRD:

At 11:59PM on February 28, 2014 (the "Effective Time"), and subject to and upon the terms and conditions of that certain Agreement and Plan of Merger dated as of February 28, 2014 (the "Merger Agreement"), by and among DSN Holdings, Inc., a Delaware corporation ("DSN Holding Company"), BLDI Merger II Corporation, a Florida corporation and a direct, wholly-owned subsidiary of DSN Holding Company ("DSN Merger Sub"), LR Consulting Partners, Inc., a Florida corporation (the "Company"), and Steven L. Lubell, an adult individual ("Lubell"), and Mark L. Rosen, an adult individual ("Rosen") (each of Lubell and Rosen being referred to herein individually as a "Shareholder" and collectively as the "Shareholders") and the provisions of the Florida Business Corporation Act, as amended (the "FLBCA"), DSN Merger Sub shall be merged with and into the Company (the "Merger") and the separate corporate existence of DSN Merger Sub shall cease, and the Company shall continue as the surviving corporation (the "Surviving Corporation") in such Merger. At the Effective Time, (a) the Articles of Incorporation of the Company as in effect immediately prior to the Effective Time shall be and continue, at and after the Effective Time, in full force and effect as the Articles of Incorporation of the Surviving Corporation, until thereafter amended as provided by applicable law and such Articles of Incorporation, (b) the Bylaws of the Company as in effect immediately prior to the Effective Time shall be and continue, at and after the Effective Time, in full force and effect as the Bylaws of the Surviving Corporation, until thereafter amended as provided by applicable law and such Bylaws, and (c) the directors and officers of the Surviving Corporation shall be individuals designated by DSN Holding Company.

FOURTH:

A. At the Effective Time, by virtue of the Merger and without any action on the part of any of the Shareholders, (i) each one (1) share of the common stock, par value \$.01 per share, of the Company issued and outstanding as of the Effective Time shall be converted into, and become exchangeable for, the right to receive, 49.9998 fully-paid and non-assessable shares of the Series A Preferred Stock, \$0.0001 par value per share, of DSN Holding Company. At the Effective Time, by virtue of the Merger and without any action on the part of the DSN Parties, all of the issued and outstanding shares of the capital stock of DSN Merger Sub shall be immediately and automatically converted into and exchangeable for one (1) share of the common stock, par value \$.01 per share, of the Company, such that immediately following the Effective Time, by reason of the Merger, DSN Holding Company will be the sole shareholder of the Company.