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MERGER OR SHARE EXCHANGE
Conceptrix, LLC

EFFECTIVE DATE:

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CERTIFICATE OF MERGER

Pursuant to Section 48-249-702 of the Tennessee Revised Limited Liability Company Act and Sections 608.438 et. seq. of the Florida Limited Liability Company Act, Conceptorix, LLC ("Conceptorix"), a Tennessee limited liability company, and Active Dimension, LLC, a Florida limited liability company ("Active Dimension"), by and through their respective authorized officers, hereby submit the following Certificate of Merger and state as follows:

1. A Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").
2. The Plan of Merger has been approved and executed by each limited liability company that is a party to the merger in accordance with the applicable provisions of the Florida Limited Liability Company Act.
3. The Plan of Merger has been approved and executed by Conceptorix in accordance with the applicable provisions of the Tennessee Revised Limited Liability Company Act.
4. The Merger shall be effective on December 31, 2011 at 11:59 P.M.
5. The address, including street and number, of the principal office of Conceptorix, the surviving limited liability company in the merger, is:

Conceptorix, LLC
205 Mohican Street
Knoxville, Tennessee 37919

6. Conceptorix appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce obligations of Active Dimension, LLC, including any appraisal rights of its members under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act. The street and mailing address of the office, which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes, is:

Conceptorix, LLC
205 Mohican Street
Knoxville, Tennessee 37919

7. Conceptorix has agreed to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

DATED: December 30, 2011

CONCEPTRIX, LLC

By: 

Robert Hart, President

DATED: December 30, 2011

ACTIVE DIMENSION, LLC

By: 

Blake Bookstaff, President

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
ACTIVE DIMENSION, LLC AND CONCEPTRIX, LLC

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into on December 30th, 2011, by and between Active Dimension, LLC, a Florida limited liability company (the "Merging LLC"), and Conceptrix, LLC, a Tennessee limited liability company (the "Surviving LLC"), pursuant to Tenn. Code Ann. § 48-249-101, *et seq* and Sections 608.438 *et seq.* of the Florida Limited Liability Company Act

WITNESSETH:

WHEREAS, the Merging LLC has elected to contribute all of its assets and properties to the Surviving LLC by merger in exchange for membership interests in the Surviving LLC, which will be distributed to the members of the Merging LLC; and

WHEREAS, the respective Members of the Merging LLC and the Surviving LLC have approved the merger of the Merging LLC with and into the Surviving LLC (the "Merger") pursuant to the terms and conditions of this Agreement; and

WHEREAS, following the Merger, the separate existence of the Merging LLC shall terminate.

NOW, THEREFORE, in consideration of the foregoing, the mutual promises and covenants set forth below, and other good and valuable consideration, the receipt, sufficiency and adequacy of all of which is hereby acknowledged, the Merging LLC and the Surviving LLC agree as follows:

1. **Parties to the Merger.** The names of the entities planning to merge are Active Dimension, LLC, a limited liability company organized under the laws of Florida, and Conceptrix, LLC, a limited liability company organized under the laws of Tennessee.
2. **Surviving Entity.** Conceptrix, LLC shall be the surviving entity of the Merger, and the separate existence of Active Dimension, LLC shall cease.
3. **Effective Time.** The Merger shall be effective on December 31, 2011 at 11:59 P.M. (the "Effective Time").
4. **Terms and Conditions.** The terms and conditions of the Merger are that: (i) at the Effective Time and pursuant to the Tennessee Revised Limited Liability Company Act and the 2011 Florida Statutes, the Merging LLC shall be merged with and into the Surviving LLC, and the Surviving LLC shall survive the Merger; (ii) the name of the Surviving LLC shall continue to be Conceptrix, LLC; and (iii) the separate existence and organization of the Merging LLC shall cease. Title to all properties, real, personal and mixed, tangible and intangible, including goodwill, trademarks, trade names, copyrights, patents, trade secrets, and other intellectual property, owned by the Merging LLC at the Effective Time of the Merger shall be vested in the Surviving LLC at that time and all other assets and all liabilities of the Merging LLC shall become assets and liabilities of the Surviving LLC as of the Effective Time.

5. Issuance of Membership Interests. At the Effective Time, all of the assets of the Merging LLC shall be contributed to the Surviving LLC, the members of the Merging LLC shall each receive membership interests in the Surviving LLC in exchange for their interests in the Merging LLC, and the membership interests of the Merging LLC shall then be terminated.

6. Miscellaneous. This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated by this Plan of Merger and supersedes all prior written or unwritten arrangements or understandings with respect thereto. All parties represent that they are not relying on any representation, statement, or action by any other party except as expressly stated herein. This Plan of Merger may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument. This Plan of Merger shall be governed by and in accordance with the substantive, internal laws of the State of Tennessee. The parties agree that they have jointly prepared this Agreement. This Agreement may not be modified, amended, or revoked, except in a writing signed by all parties. This provision may not be orally waived.

IN WITNESS WHEREOF, the parties hereto have executed this document as of the day and year first above written.

ACTIVE DIMENSION, LLC,
a Florida limited liability company

By: Blake Bookstaff
Its: President

CONCEPTRIX, LLC,
a Tennessee limited liability company

By: Robert Hart
Its: President

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