

L08000016470

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

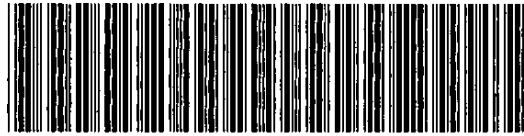
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700139158747

12/22/08--01044--003 \*\*58.75

01/05/09--01003--003 \*\*21.25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4: 00

*W*  
BRYAN DEC 22 2008

J. BRYAN

DEC 31 2008

EXAMINER

**ICARD MERRILL**  
ATTORNEYS & COUNSELORS

**Bruce P. Chapnick**  
Attorney At Law

2033 Main Street  
Suite 600  
Sarasota, FL 34237  
941.366.8100  
Direct: 941.552.3889  
Fax: 941.366.6384  
bchapnick@icardmerrill.com

icardmerrill.com

December 19, 2008

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4:00

**VIA OVERNIGHT DELIVERY /**  
**FEDERAL EXPRESS**

State of Florida - Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Merger of Anarchyenterprises.com, LLC, a New Jersey limited liability company ("Anarchy NJ"), into Anarchyenterprises.com, LLC, a Florida limited liability company ("Anarchy FL") (Anarchy FL and Anarchy NJ are hereinafter referred to individually as a "Constituent Company" or collectively as the "Constituent Companies")  
Our File No.: 54934-80397

Dear Sir or Madam:

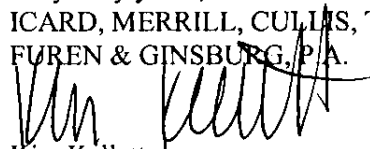
This correspondence concerns our filing with the State of Florida of the documents memorializing and authorizing the merger of Anarchy NJ into Anarchy FL. In order to effectuate the filing, enclosed please find two (2) fully executed original copies of the Certificate of Merger by the Constituent Companies which were ratified and approved by a unanimous vote of the members and managers of both companies pursuant to the enclosed Plan of Merger, and pursuant to applicable Florida and New Jersey statutes.

Also enclosed please find a check in the amount of Fifty Eight and 75/100 Dollars (\$58.75) to cover your filing fee and for one (1) certified copy of filed merger documents.

Please file these merger documents and furnish our office with one (1) certified copy of the filed documents at the address shown above and the effective date of the Florida filing.

Thank you for your assistance, and if you have any questions, please do not hesitate to contact our office at (941) 366-8100, extension 201.

Very truly yours,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

  
Kim Kellett  
Legal Assistant to Bruce P. Chapnick

BPC/kk  
w/encs.

**ICARD MERRILL**  
ATTORNEYS & COUNSELORS

Bruce P. Chapnick  
Attorney At Law

2033 Main Street  
Suite 600  
Sarasota, FL 34237  
941.366.8100  
Direct: 941.552.3889  
Fax: 941.366.6384  
bchapnick@icardmerrill.com

icardmerrill.com

December 30, 2008

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4:01

**VIA OVERNIGHT DELIVERY /**  
**FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Attn: Joey Bryan - Regulatory Specialist II  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Merger of Anarchyenterprises.com, LLC, a New Jersey limited liability company ("Anarchy NJ"), into Anarchyenterprises.com, LLC, a Florida limited liability company ("Anarchy FL")  
Your Reference No.: L08000016470  
Our File No.: 54934-80397


Dear Joey:

Pursuant to your letter dated December 23, 2008, a copy of which is enclosed, and pursuant to our phone conversation today, please find enclosed our check (#073668) in the amount of Twenty One and 25/100 Dollars (\$21.25) representing the balance due in order to process the above-captioned merger documents between Anarchy NJ and Anarchy FL.

Once the merger documents have been filed, please furnish our office with one (1) certified copy at the address shown above.

Thank you for your assistance in this matter, and should you have any questions, please do not hesitate to contact me at (941) 366-8100, extension 201.

Sincerely,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

  
Kim Kellett  
Legal Assistant to Bruce P. Chapnick

BPC/kk  
w/encs.

U:\bchapnick\CLIENTS\WHITEBURST\AnarchyEnterprises.com, LLC\LTR-FL-MERGER-J BRYAN-123008.wpd

**Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. - Established 1953**  
Offices in Sarasota, Manatee and Charlotte Counties

Whitehurst  
54 93 4 - 80397.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**COPY**

December 23, 2008

KIM KELLETT, LEGAL ASSISTANT  
ICARD MERRILL ATTORNEYS & COUNSELORS  
2033 MAIN STREET, SUITE 600  
SARASOTA, FL 34237

SUBJECT: ANARCHYENTERPRISES.COM, LLC  
Ref. Number: L08000016470

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4:01

We have received your document for ANARCHYENTERPRISES.COM, LLC and your check(s) totaling \$58.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$21.25.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 908A00061441

**CERTIFICATE OF MERGER  
OF  
ANARCHYENTERPRISES.COM, LLC,  
A NEW JERSEY LIMITED LIABILITY COMPANY  
INTO  
ANARCHYENTERPRISES.COM, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4: 01

Pursuant to the provisions of Section 608.4382 of the Florida Statutes and Title 42:2B-20 of the New Jersey Statutes, ANARCHYENTERPRISES.COM, LLC, a New Jersey limited liability company (“Disappearing Entity”), and ANARCHYENTERPRISES.COM, LLC, a Florida limited liability company (“Surviving Entity”) (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the “Constituent Entities”) adopt the following Certificate of Merger, for the purpose of effectuating the merger of Disappearing Entity into Surviving Entity (the “Merger”).

**1. Name, Principal Office, Jurisdiction, and Type of Entity.** The exact name, street address of the principal office, jurisdiction, and entity type for each of the Constituent Entities are as follows:

a. Disappearing Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Anarchyenterprises.com, LLC 303 Tuxford Court Pennington, New Jersey 08534	New Jersey	Limited Liability Company	0600088844	22-3724072

b. Surviving Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Anarchyenterprises.com, LLC 8337 Sailing Loop Bradenton, Florida 34202	Florida	Limited Liability Company	L08000016470	22-3724072

**2. Plan of Merger Requirements.** The plan of merger annexed hereto as Exhibit “A” and made a part hereof (the “Plan of Merger”) was adopted, approved, and executed by all of the Members and Managers of each of the Constituent Entities pursuant to a Joint Action of Members and Managers in Writing Without Formal Meeting Taken as of February 10, 2008, and in accordance with Section 608.438 of the Florida Statutes, Title 42:2B-20 of the New Jersey Statutes, and the respective laws of all applicable jurisdictions.

**3. Appointment of New Jersey Secretary of State.** Surviving Entity hereby irrevocably appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to the New Jersey Statutes in any proceeding to enforce any obligation or rights of any dissenting Member of each New Jersey limited liability company that is a party to the Merger.

4. **Dissenters' Rights.** Surviving Entity agrees to pay the dissenting Members of each New Jersey company that is a party to the Merger the amount, if any, to which they are entitled under the New Jersey Statutes.

5. **Laws of All Applicable Jurisdictions.** The Merger is permitted under the respective laws of the State of New Jersey and Florida and is not prohibited by the articles of organization of either Constituent Entity that is a party to the Merger.

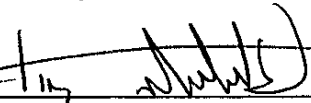
6. **Method of Accomplishing the Merger.** Pursuant to the attached Plan of Merger, all issued and outstanding membership interests of Disappearing Entity will be acquired by Surviving Entity by means of the Merger.

7. **Effective Date.** The Merger shall be effective on either of the dates the Merger is filed in New Jersey or Florida, whichever is later.

**IN WITNESS WHEREOF,** the parties hereto have executed this Certificate of Merger as of February 10, 2008.

**SURVIVING ENTITY:**  
ANARCHYENTERPRISES.COM, LLC,  
a Florida limited liability company


By: PIXEL AFTER PIXEL, INC.,  
a Florida corporation, Its Manager

By:   
\_\_\_\_\_  
Timothy Whitehurst, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4: 01

**DISAPPEARING ENTITY:**  
ANARCHYENTERPRISES.COM, LLC,  
a New Jersey limited liability company

By: PIXEL AFTER PIXEL, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Timothy Whitehurst, President

**EXHIBIT "A"**  
**PLAN OF MERGER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4: 01

**PLAN OF MERGER  
BY AND BETWEEN  
ANARCHYENTERPRISES.COM, LLC,  
A NEW JERSEY LIMITED LIABILITY COMPANY  
AND  
ANARCHYENTERPRISES.COM, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4:04

THIS PLAN OF MERGER (the "Plan") is entered into as of February 10, 2008, by and between Anarchyenterprises.com, LLC, a New Jersey limited liability company ("Disappearing Entity"), located at 303 Tuxford Court, Pennington, New Jersey 08534, and Anarchyenterprises.com, LLC, a Florida limited liability company ("Surviving Entity"), located at 8337 Sailing Loop, Bradenton, Florida 34202 (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the "Constituent Entities"). The Plan, which was adopted and approved by each party hereto in accordance with Section 608.4381 of the Florida Statutes and the applicable provisions of the New Jersey Statutes, is being submitted in accordance with Section 608.438 of the Florida Statutes and the applicable provisions of the New Jersey Statutes, and is drafted and executed for the purpose of approving and promoting the merger of Disappearing Entity into Surviving Entity (the "Merger").

**RECITALS**

A. Disappearing Entity, by the original Articles of Organization of said limited liability company, filed in the Office of the Secretary of State of New Jersey, presently has issued and outstanding one hundred (100) membership interest units.

B. Surviving Entity, by the original Articles of Organization of said limited liability company, filed in the Office of the Secretary of State of Florida, presently has issued and outstanding two hundred (200) membership interest units.

C. The Managers and Members of the Disappearing Entity and the Managers and Members of the Surviving Entity deem it advisable that the Merger take place, under and pursuant to the provisions of this Plan, and in accordance with the applicable statutes of the State of New Jersey and the State of Florida.

**NOW, THEREFORE**, in consideration of the premises and the covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, with the intent of being legally bound hereby, agree, pursuant to the applicable laws of the State of New Jersey and the State of Florida, that Disappearing Entity shall be, and it hereby is, as of the effective date of the Merger, merged into Surviving Entity; and that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be, as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct, and complete, and are incorporated herein.
2. **Name and Jurisdiction of the Constituent Entities.**
  - a. Disappearing Entity.



<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/Registration Number</i>	<i>F.E.I. Number</i>
Anarchyenterprises.com, LLC 303 Tuxford Court Pennington, New Jersey 08534	New Jersey	Limited Liability Company	0600088844	22-3724072

FILED STATE  
 SECRETARY OF CORPORATIONS  
 DIVISION OF CORPORATIONS  
 DEC 30 2014 4:04 PM

b. Surviving Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/Registration Number</i>	<i>F.E.I. Number</i>
Anarchyenterprises.com, LLC 8337 Sailing Loop Bradenton, Florida 34202	Florida	Limited Liability Company	L08000016470	22-3724072

**3. Merger; Effective Date.** The name of Surviving Entity shall be "Anarchyenterprises.com, LLC", and Surviving Entity shall be governed by the laws of the State of Florida. The Merger shall be effective on either of the dates the Merger is filed in New Jersey or Florida, whichever is later (the "Effective Date"). The purposes, powers, objects, identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Surviving Entity are as described in Surviving Entity's Articles of Organization, from and after the Effective Date; and, the identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Disappearing Entity shall be merged with and into Surviving Entity and Surviving Entity shall be fully vested therewith. As of the Effective Date, the separate existence of the organization documents of Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of New Jersey and the State of Florida.

**4. Distribution to Members of the Constituent Entities.** The manner and basis of making distributions to the members of the Constituent Entities, and the extinguishment or substitution of their membership interests, as the case may be, shall be as follows:

The members of Disappearing Entity shall surrender their membership interests in Disappearing Entity to Surviving Entity prior to the Effective Date of the Merger. Upon surrender to Surviving Entity of the membership interests of Disappearing Entity, said membership interests of Disappearing Entity shall be cancelled. As the members of Disappearing Entity and the members of Surviving Entity are the only members of both Surviving Entity and Disappearing Entity and own the same percentages of the issued and outstanding membership interests of both Surviving Entity and Disappearing Entity, no additional membership interest units of Surviving Entity will be issued in exchange for the membership interests of Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date, the members will continue as the only members of Surviving Entity.

**5. Satisfaction of Rights of Disappearing Entity Members.** All membership interests of Surviving Entity, into which membership interests of Disappearing Entity shall have been or would have

FILED STATE  
SECRETARY OF CORPORATIONS  
08 DEC 30 PM 4:01

been converted and would have become exchangeable for under this Plan, shall be deemed to have been paid in full satisfaction of such converted membership interests.

**6. Fractional Membership interests.** Fractional membership interests of Surviving Entity will not be issued. Any member who shall be entitled to a fractional interest of Surviving Entity greater than one-half (1/2) shall be entitled to one additional interest rather than said fractional interest, and any member who shall be entitled to a fractional interest equal to less than one-half (1/2) shall not receive any additional membership interests for said fractional interest.

**7. Effect of Merger.**

a. On the Effective Date, Surviving Entity shall possess the privileges, properties, assets, rights, immunities, powers, and franchises of a public, as well as of a private nature, and shall be subject to all the restrictions, disabilities, and duties of the Constituent Entities, and all property, real and personal, of each of the Constituent Entities, and all debts due from either of the Constituent Entities on whatever account, as well as for membership interest subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in Surviving Entity; and, all privileges, properties, assets, rights, immunities, powers, and franchises, and all and every other interest shall be, thereafter, as effectively the property of Surviving Entity as they were of the several and respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Entities shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by Surviving Entity. Surviving Entity may record a certified copy of this Plan, or of any Articles of Merger and/or a Certificate of Merger executed in accordance with this Plan, in any county in which a Surviving Entity or Disappearing Entity holds an interest in real or other property.

b. If, at any time after the Effective Date Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments, assurances of law, actions, or filings are necessary or desirable to vest, perfect, confirm, or record in Surviving Entity the title to any rights, privileges, properties, assets, immunities, powers, and franchises of Disappearing Entity, or to otherwise carry out the provisions of this Plan, the proper directors and officers of Disappearing Entity last in office shall execute and deliver, upon Surviving Entity's request, any and all proper conveyances, agreements, documents, instruments, and assurances of law, and shall do all things necessary or proper to vest, perfect, or confirm title to such rights, privileges, properties, assets, immunities, powers, and franchises in Surviving Entity, and otherwise to carry out the provisions of this Plan.

**8. Filing with the New Jersey Secretary of State and the Florida Secretary of State.** Disappearing Entity and Surviving Entity shall cause their respective Manager, Members, President, or other duly designated officer to execute, or to cause to be executed, and to file, a Certificate of Merger in all necessary jurisdictions, and, upon the execution of the Plan, it shall be deemed incorporated by reference into any such Certificates of Merger, as if fully set forth in such documents, and it shall become an exhibit to such documents. Thereafter, such Certificate of Merger shall be delivered by Surviving Entity to the Florida Secretary of State for filing in accordance with Section 6078.4382(1)(f) of the Florida Statutes, and such Certificate of Merger shall be delivered by Surviving Entity to the New Jersey Secretary of State for filing in accordance with the New Jersey Statutes.

**9. Termination; Abandonment.** Notwithstanding the provisions hereof, this Plan may be terminated and the Merger may be abandoned at any time prior to the Effective Date, as follows:

a. by mutual consent of the Members and Managers of Disappearing Entity and the Members and Managers of Surviving Entity; and

b. by either the Members and Managers of Disappearing Entity or the Members and Managers of Surviving Entity, if the Merger was wrongfully effected.

In the event of a termination of this Plan and an abandonment of the Merger, pursuant to this section, written notice thereof shall be given by the terminating Constituent Entity to the other, and thereupon this Plan and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective Officers, Managers, or Members.

Surviving Entity hereby appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to applicable provisions of the New Jersey Statutes in any proceeding to enforce against Surviving Entity any obligation or the rights of any dissenting members of any party to the Merger.


**10. Amendment and Waiver.** Either Constituent Entity may, at any time prior to the Effective Date, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Plan or of an amendment or modification of this Plan by an agreement, in writing, executed in the same manner (but necessarily by the same persons) as this Plan, provided, however, that after a favorable vote by the Officers or Managers of a party hereto, any such action shall be taken by that party only if, in the opinion of the Officers or Managers so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the Members of such party and will not require re-solicitation of any proxies of such Members.

**11. Counterparts.** For the convenience of the parties and to facilitate any required filing, this Plan may be executed in one or more counterparts (including by means of facsimile or electronically transmitted signature pages), each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

**IN WITNESS WHEREOF,** each Constituent Entity has caused this Plan to be executed by its appropriate duly authorized officer as of the date first set forth above.

**SURVIVING ENTITY:**  
ANARCHYENTERPRISES.COM, LLC,  
a Florida limited liability company

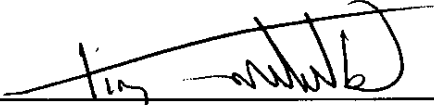
By: PIXEL AFTER PIXEL, INC.,  
a Florida corporation, Its Manager

By:   
Timothy Whitehurst, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4:01

**DISAPPEARING ENTITY:**  
ANARCHYENTERPRISES.COM, LLC,  
a New Jersey limited liability company

By: PIXEL AFTER PIXEL, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Timothy Whitehurst, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 4: 01