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Division of Corporations

TRENAM, KEMKE

# L08000082603

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MERGER OR SHARE EXCHANGE  
Got Gold?, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$58.75

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EXAMINER

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MAY. 16. 2012 7:59AM

TRENAM KEMKER

NO. 3145 P. 2

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**CERTIFICATE OF MERGER**  
**OF**  
**GOT TEETH?, LLC**  
 (a Florida limited liability company)  
**WITH AND INTO**  
**GOT GOLD?, LLC**  
 (a Florida limited liability company)

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"), this Certificate of Merger provides as follows:

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**ARTICLE I**  
State of Organization; Constituent Entities

The name, entity type and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
Got Teeth?, LLC	limited liability company	Florida L11-7541
Got Gold?, LLC	limited liability company	Florida L08-82603

**ARTICLE II**  
Surviving Entity

Got Gold?, LLC shall be the surviving entity.

**ARTICLE III**  
Plan of Merger

The Plan of Merger providing for the merger of Got Teeth?, LLC and Got Gold?, LLC is attached hereto as Exhibit A (the "Plan of Merger").

**ARTICLE IV**  
Approval of the Plan of Merger

In accordance with the applicable provisions of the Florida Act, the Plan of Merger was duly approved and adopted by the sole manager and the sole member of Got Teeth?, LLC on May 9, 2012.

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In accordance with the applicable provisions of the Florida Act, the Plan of Merger was duly approved and adopted by the managing member of Got Gold?, LLC on May 9, 2012.

**ARTICLE V**  
**Effective Time**

The merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.

**ARTICLE VI**  
**Appraisal Rights**

To the extent that any member has appraisal rights, Got Gold?, LLC has agreed to pay such member the amount to which such member is entitled pursuant to Sections 608.4351-608.43595, Florida Statutes.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed this 9 day of May, 2012.

GOT TEETH?, LLC,  
a Florida limited liability company

By: Paula Wyatt  
Paula Wyatt, Sole Manager and Sole Member

GOT GOLD?, LLC,  
a Florida limited liability company

By: Paula Wyatt  
Paula Wyatt, Managing Member

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**EXHIBIT A**

**PLAN OF MERGER**

See Attached.

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**PLAN OF MERGER**

**THIS PLAN OF MERGER** (this "Plan") is made and entered into this 9th day of May, 2012, by and between **GOT TEETH?, LLC**, a Florida limited liability company ("Got Teeth") and **GOT GOLD?, LLC**, a Florida limited liability company ("Got Gold"). Got Teeth and Got Gold are sometimes collectively referred to in this Plan as the "Constituent Business Entities" and each is sometimes referred to individually as a "Constituent Business Entity."

**WITNESSETH:**

**WHEREAS**, the Manager and Managing Member, as applicable, of each Constituent Business Entity deems it advisable and for the general welfare of such Constituent Business Entity and its members that Got Teeth merge with and into Got Gold and that Got Gold merge Got Teeth with and into itself, pursuant to this Plan and the applicable laws of the State of Florida.

**NOW, THEREFORE**, the Constituent Business Entities, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Plan as follows:

1. **PLAN OF MERGER.**

The Constituent Business Entities have agreed and do hereby agree each with the other that Got Teeth shall be merged with and into Got Gold, and that Got Gold shall merge Got Teeth with and into itself (the "Merger"). Got Gold shall be the surviving party in the Merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. **EFFECTIVE DATE.**

The Merger provided for in this Plan shall become effective and the Constituent Business Entities shall be deemed to have merged as of the date the Certificate of Merger is filed with the Department of State of the State of Florida (the "Effective Date").

3. **CANCELLATION OF MEMBERSHIP INTERESTS IN GOT TEETH.**

On the Effective Date, all membership interests in Got Teeth outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled. On the Effective Date, all membership interests in Got Gold outstanding immediately prior to the Merger shall be unaffected by the Merger and shall remain outstanding as membership interests in Got Gold.

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4. EFFECT OF THE MERGER.

(a) Existence of Got Teeth. On the Effective Date, the separate existence of Got Teeth shall cease and it shall be merged with and into Got Gold. Thereupon, all the property, real, personal, and mixed, and all interest therein of Got Teeth and all debts due to it shall be transferred to and invested in Got Gold without further act or deed and without reversion or impairment. Got Gold shall thenceforth be responsible and liable for all the liabilities and obligations of Got Teeth.

(b) Articles of Organization. The Articles of Organization of Got Teeth, in effect on the Effective Date shall continue in full force and effect as the Articles of Organization of Got Gold and shall not be changed or amended by the Merger.

(c) Operating Agreement. The Operating Agreement of Got Gold as in effect on the Effective Date, shall continue in full force and effect as the Operating Agreement of Got Gold and shall not be changed or amended by the Merger.

(d) Manager and Officers. Until altered by the members of Got Gold, the duly elected manager and officers of Got Gold shall continue to serve as the manager and officers of Got Gold and shall not be changed or otherwise affected by the Merger. The duly elected manager is Paula Wyatt, whose address is 7550 Mission Hills Drive, Suite 306-99, Naples, Florida 34119.

5. CONDITIONS OF MERGER.

This Plan shall promptly be submitted to the sole manager and sole member of Got Teeth and to the managing member of Got Gold for approval. The affirmative vote of the holders of a majority of the membership interests in Got Teeth entitled to vote and the affirmative vote of the holders of a majority of the membership interests of Got Gold entitled to vote shall be required for such approval.

6. GENERAL PROVISIONS.

(a) Entire Agreement. This Plan constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

(b) Headings. The headings in this Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Plan.

(c) Amendment; Termination. This Plan may be terminated or amended by the mutual consent of the sole manager of Got Teeth and the managing member of Got Gold, whether before or after approval of this Plan by the sole member of Got Teeth or by the managing member of Got Gold, to the extent permitted by the Florida Limited Liability Company Act.

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(d) Further Assurances. Got Teeth agrees that from time to time following the Effective Date, as and when requested by Got Gold, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as Got Gold may deem necessary or desirable, in order more fully to vest in and confirm to Got Gold title to and possession of all of its said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Plan.

[Signature page follows]

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MAY. 16. 2012 8:00AM TRENAM KEMKER

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IN WITNESS WHEREOF, each party hereto has caused its duly authorized officer or manager, as the case may be, to execute this Plan of Merger.

GOT TEETH?, LLC

By: Paula Wyatt  
Paula Wyatt, Sole Manager and Sole Member

GOT GOLD?, LLC

By: Paula Wyatt  
Paula Wyatt, Managing Member

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