

L09000120766

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
Astonish Results, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$75.00

C. LEWIS
SEP 26 2011
EXAMINER

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Astonish Results, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Beverly Holland, Esq.
Contact Person

Robert D. Remy, Attorney-at-Law
Firm/Company

820 Gessner, Suite 1340
Address

Houston, TX 77024
City, State and Zip Code

beverlyholland@remylew.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beverly Holland at (713) 465-8008 ext. 13
Name of Contact Person Area Code and Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**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>
LD9000120766 Squid Insurance Marketing, LLC	Florida	Limited liability company
Astonish Results, LLC	Rhode Island	Limited liability company
Digital Marketing GP, LLC	Rhode Island	Limited liability company

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>
Astonish Results, LLC	Rhode Island	Limited liability company

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.

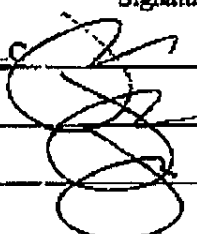
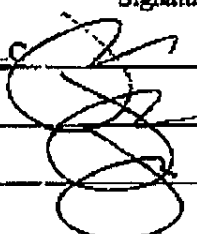
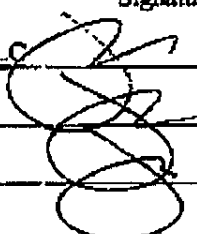
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TALLAHASSEE, FLORIDA

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:
Squid Insurance Marketing, LLC		John H. Boudreau
Astonish Results, LLC		John H. Boudreau
Digital Marketing GP, LLC		John H. Boudreau

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

<u>Fees:</u> 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

Certified Copy (optional): \$30.00

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:

September 23, 2011

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:

300 Centerville Road, Suite 200

Warwick, RI 02886

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: Millenia Lakes I, Suite 410

4700 Millenia Lakes Blvd.

Orlando, Florida 32839

Mailing address: Millenia Lakes I, Suite 410

4700 Millenia Lakes Blvd.

Orlando, Florida 32839

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PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
<u>Squid Insurance Marketing, LLC</u>	<u>Florida</u>	<u>Limited liability company</u>
<u>Astonish Results, LLC</u>	<u>Rhode Island</u>	<u>Limited liability company</u>
<u>Digital Marketing GP, LLC</u>	<u>Rhode Island</u>	<u>Limited liability company</u>

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>
<u>Astonish Results, LLC</u>	<u>Rhode Island</u>	<u>Limited liability company</u>

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

On September 23, 2011 (the "Effective Date of the Merger"), Squid Insurance Marketing, LLC, a Florida limited liability company ("Squid"), and Digital Marketing GP, LLC, a Rhode Island limited liability company ("Digital") will each merge into Astonish Results, LLC, a Rhode Island limited liability company ("Astonish") and cease their existences and be merged with and into Astonish, and Astonish shall survive as the surviving limited liability company.

(Attach additional sheet if necessary)

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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:

On the Effective Date of the Merger, all of the membership Interests of Digital and all of the membership interests of Squid then issued and outstanding shall, without any action by the holders thereof, be cancelled and shall represent only the right to exchange such Interests for membership interests of Astonish set forth on Exhibit A to the Agreement and Plan of Merger on file at the offices of each of Squid, Digital and Astonish on and after the Effective Date of the Merger.

(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:

N/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:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)