

F11000004480

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

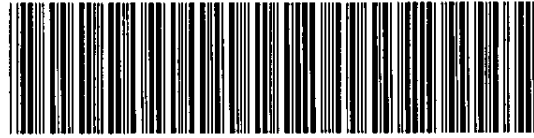
(Business Entity Name)

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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2014 FEB 18 PM 12:03
TO: SECRETARY OF STATE
SUPERVISOR OF FINES

APPROVED
AND
FILED
14 FEB 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
FEB 19 2014
EXAMINER

FLORIDA FILING & SEARCH SERVICES, INC.

**P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 2/18/14

NAME: SOLUTIONARY NEWCO, INC

TYPE OF FILING: AMENDMENT

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Solutionary Newco, Inc.
Name of Corporation

DOCUMENT NUMBER: F11000004480

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Luanne Steenson
Name of Contact Person

Solutionary, Inc.
Firm/Company

9420 Underwood Ave
Address

Omaha NE 68114
City/State and Zip Code

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

For further information concerning this matter, please call:

Luanne Steenson at (402) 361-3019
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



PERFECT STRATEGIES
CONSULTING GROUP, LLC

10230 Old Tampa Bay Dr.
San Antonio, FL 33576

February 7, 2014

Solutionary
9420 Underwood Ave.
Omaha, NE 68114

Re: Corporate Name

Dear Ms. Steenson,

I am in receipt of your letter dated January 27, 2014 regarding amending your company name in Florida.

This response is to confirm that my former company, Solutionary, LLC was dissolved as of December 31, 2013 and you have my full consent to use the Solutionary name with no issues or conflict.

If you need anything further, please feel free to contact me.

Sincerely,


Jamie Marie Ballon
President/CEO

APPROVED
AND
FILED
14 FEB 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000004480

(Document number of corporation (if known))

14 FEB 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

1. Solutionary Newco, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 11/7/2011
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/15/2011

5. Solutionary, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

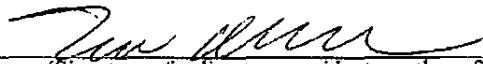
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Matthew R. McKain

(Typed or printed name of person signing)

CFO/Sec/Treas

(Title of person signing)

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SOLUTIONARY NEWCO, INC.", CHANGING ITS NAME FROM "SOLUTIONARY NEWCO, INC." TO "SOLUTIONARY, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2011, AT 12:15 O'CLOCK P.M.

4933889 8100

140186405

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1138758

DATE: 02-17-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:19 PM 11/15/2011
FILED 12:15 PM 11/15/2011
SRV 111197498 - 4933889 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING SOLUTIONARY, INC. WITH
AND INTO SOLUTIONARY NEWCO, INC.**

**Pursuant to Section 253 of the General
Corporation Law of the State of Delaware**

Solutionary, Inc., a corporation organized and existing under the laws of the State of Delaware ("Solutionary"),

DOES HEREBY CERTIFY:

FIRST: That Solutionary was incorporated pursuant to the General Corporation Law of the State of Delaware, as amended (the "DGCL"), the provisions of which permit the merger of a parent organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of said State.

SECOND: That Solutionary owns one hundred percent (100%) of the outstanding shares of the common stock of Solutionary NewCo, Inc., a corporation organized and existing under the laws of the State of Delaware ("NewCo"); NewCo has no class of capital stock outstanding as of the date hereof except the common stock currently owned by Solutionary.

THIRD: That Solutionary, by the following resolution of its Board of Directors (the "Board"), duly adopted by written consent of the Board on October 12, 2011 pursuant to Section 141(f) of the DGCL, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware hereby does, merge itself with and into NewCo (the "Merger");

WHEREAS, Solutionary is the legal, beneficial and record owner of one hundred percent (100%) of the outstanding shares of common stock, par value \$0.01 per share, of NewCo (the "NewCo Common Stock");

WHEREAS, said NewCo Common Stock comprises the only issued and outstanding class of capital stock of NewCo;

WHEREAS, Solutionary desires to merge itself with and into NewCo pursuant to the provisions of Section 253 of the DGCL; and

WHEREAS, immediately prior to the consummation of the Merger, all of the issued and outstanding capital stock of Solutionary will convert into Common Stock of Solutionary, par value \$0.025 per share (the "Solutionary Common Stock"); and

WHEREAS, in connection with the Merger, the holders of the Solutionary Common Stock immediately prior to the Merger shall be issued shares of the Class A-2 Common Stock of NewCo on a pro rata basis, which Class A-2 Common Stock shall be

the only class of capital stock of NewCo issued and outstanding immediately upon completion of the Merger.

NOW, THEREFORE, BE IT RESOLVED, that effective upon filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware and with the approval of at least a majority of the stockholders of Solutionary, Solutionary merges and it hereby does merge itself with and into NewCo, and NewCo shall be the surviving corporation of the Merger and shall continue to exist under, and be governed by, the laws of the State of Delaware; and

RESOLVED, that the terms and conditions of the Merger are hereby as follows:

At the effective time (the "Effective Time") of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of capital stock of Solutionary or NewCo, each share of Solutionary Common Stock issued and outstanding immediately prior to the Effective Time (other than any shares of Solutionary Common Stock held as treasury stock) shall be converted into the right to receive a pro rata portion of the Class A-2 Common Stock of NewCo (each such share of Class A-2 Common Stock of NewCo, a "NewCo Merger Share" and, collectively, the "NewCo Merger Shares") in accordance with terms of the Agreement and Plan of Merger entered into on November 15, 2011, by and between Solutionary and NewCo; and

At the Effective Time, each share of issued and outstanding share of capital stock of Solutionary held as treasury stock and each outstanding share of NewCo Common Stock shall be canceled and extinguished and no payment shall be made with respect thereto; and

At the Effective Time, each and every share of Solutionary Common Stock issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and each holder of a certificate or evidence of shares held in book-entry form representing any such shares of Solutionary Common Stock shall cease to have any rights with respect thereto, except the right to receive the Class A-2 Common Stock of NewCo as described above with respect thereto; and

From and after the Effective Time, NewCo, as the surviving corporation of the Merger, shall possess all of the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of Solutionary and NewCo, all as provided in the DGCL; and

RESOLVED, that the Certificate of Incorporation of NewCo shall be amended at the Effective Time in the manner provided in Exhibit A hereto and such Certificate of Incorporation, as so amended, shall be the Certificate of Incorporation of NewCo, as the surviving corporation, and shall continue in full force and effect until further amended in the manner permitted by the DGCL; and

RESOLVED, that the Merger shall not be effective unless it is approved by the written consent of the holders of at least a majority of the issued and outstanding capital stock of NewCo; and

RESOLVED, that each officer of Solutionary be, and each of them with full power to act without the others hereby is, authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger of Solutionary with and into NewCo, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said Merger.

FOURTH: That the Certificate of Incorporation of NewCo, with such amendments as are effected by the Merger as set forth on Exhibit A, and as so amended shall constitute the Certificate of Incorporation of NewCo, as the surviving corporation, and shall continue in full force and effect until it is further amended in accordance with the DGCL.

FIFTH: That the Merger has been adopted and approved by the holders of at least a majority of the outstanding stock of Solutionary entitled to vote thereon by written consent without a meeting in accordance with Section 228 of the DGCL.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Solutionary has caused this Certificate to be signed by its authorized officer, this 15 day of November, 2011.

SOLUTIONARY, INC.,

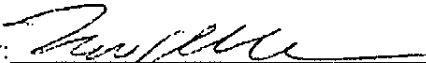
By: 
Name: Matthew R. Milkin
Title: CEO

EXHIBIT A

Article I of the Certificate of Incorporation shall be amended and restated in its entirety as follows:

ARTICLE I

The name of this Corporation is Solutionary, Inc.