

10/26/06 THU 13:30 FAX 1 407 422 8282

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## MERGER OR SHARE EXCHANGE

ME, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
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10/26/08 THU 13:31 FAX 1 407 422 8262

**CERTIFICATE OF MERGER OF  
WS, LLC  
WITH AND INTO  
ME, LLC**

The following Certificate of merger is being submitted in accordance with Section 608.4382, Florida Statutes:

**FIRST:** The exact name, street address of its principal office, and jurisdiction for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
1. WS, LLC 100 Colonial Center Parkway #100 Lake Mary, Fl 32746 Florida Document/Registration Number: L04000008799	Florida

**SECOND:** The exact name, street address of its principal office, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
ME, LLC 100 Colonial Center Parkway Suite 100 Lake Mary, Fl 32746 Florida Document/Registration Number: L04000008797	Florida

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The surviving entity is organized or otherwise formed under the laws of the State of Florida and does not need to appoint the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**FIFTH:** The surviving entity is formed, organized or incorporated under the laws of Florida and the surviving entity agrees to pay any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

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**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective on:

The date the Certificate of Merger is filed with the Florida Department of State.

**EIGHTH:** The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

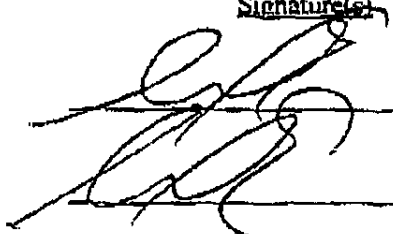
**NINTH:** Signature for each party.

Name of Entity

Signature(s)

Typed or Printed Name and  
Title of Individual

WS, LLC



Mark Erickson  
Manager

ME, LLC

Mark Erickson  
Manager

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, and is being submitted in accordance with Section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
WS, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ME, LLC	Florida

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "ME, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The person who is the manager of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the sole member of the merging party or the sole member of the surviving party, all of the issued and outstanding certificates representing units of interest in the merging party shall be cancelled. Certificates representing ownership of units of interest in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

**FIFTH:** The name and address of the surviving manager is as follows:

Mark Erickson, Manager  
100 Colonial Center Parkway #100  
Lake Mary, FL 32746

**SIXTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

**SEVENTH:** Other provisions, if any, relating to the merger:

None

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