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MERGER OR SHARE EXCHANGE

Litestream Holdings, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER

OF

RESIDENTIAL TELECOM, LLC,
a Florida limited liability company,

WITH AND INTO

LITESTREAM HOLDINGS, LLC,
a Florida limited liability company

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

FIRST: The merging party is **RESIDENTIAL TELECOM, LLC**, a Florida limited liability company, whose Document Number is L99000008264.

SECOND: The surviving party is **LITESTREAM HOLDINGS, LLC**, a Florida limited liability company, whose Document Number is L04000037810.

THIRD: The attached Plan and Agreement of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached Plan and Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction under which such other business entity is organized.

FIFTH: The date of filing of this Certificate of Merger shall be the effective date of this merger (the "Effective Date").

MERGING PARTY:

RESIDENTIAL TELECOM, LLC, a Florida
limited liability company

By: 
Paul Rhodes, Managing Member

WEB_ACTIVE50702961

SURVIVING PARTY:

LITESTREAM HOLDINGS, LLC, a Florida
limited liability company

By: 
Paul Rhodes, Manager

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PLAN AND AGREEMENT OF MERGER**OF****RESIDENTIAL TELECOM, LLC,**
a Florida limited liability company,**WITH AND INTO****LITESTREAM HOLDINGS, LLC,**
a Florida limited liability company

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated as of the 1st day of June, 2012, by and between **RESIDENTIAL TELECOM, LLC**, a Florida limited liability company ("Residential"), as the merging party, and **LITESTREAM HOLDINGS, LLC**, a Florida limited liability company ("Litestream"), as the surviving party.

WHEREAS, **RHODES MANAGEMENT COMPANY, INC.**, a Florida corporation, owns a one percent (1%) membership interest in Residential, and a one percent (1%) membership interest in Litestream; and

WHEREAS, **PAUL RHODES** owns a ninety-nine percent (99%) membership interest in Residential, and a ninety-nine percent (99%) membership interest in Litestream; and

WHEREAS, Residential and Litestream desire to enter into this Agreement for the purpose of merging Residential with and into Litestream.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. **Merger**. On and as of the Effective Date (as defined herein), Residential shall be merged with and into Litestream in accordance with the laws of the State of Florida and this Agreement.

2. **Surviving Entity**. On and as of the Effective Date, the separate existence of Residential shall cease, and Litestream shall be the surviving entity, which shall continue as a limited liability company under the laws of the State of Florida.

3. **Terms and Conditions of Merger**. The terms and conditions of the merger are as follows:

- a. **Transfer of Assets**. On and as of the Effective Date, all property, rights, privileges, powers, trademarks, licenses, registrations and other assets and property of every kind, nature and description of Residential shall be transferred to and vested in Litestream without further act or deed.

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- b. Assumption of Obligations. On and as of the Effective Date, all obligations of Residential shall become obligations of Litestream.

4. Certificate of Formation and Operating Agreement. The Articles of Organization and Operating Agreement of Litestream immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving party.

5. Effective Date. The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

6. Membership Interests.

- a. Membership interests of Residential immediately prior to the Effective Date shall not be converted in any manner, but each said interests which are issued immediately prior to Effective Date shall be surrendered and extinguished, on the Effective Date. There shall be no changes to the membership interests of Litestream.
- b. On the Effective Date, all rights in respect of membership interests of Residential shall be canceled. There shall be no change in the rights, if any, to acquire membership interests in Litestream.

7. Managing Member. Litestream is the surviving entity and is manager-managed in accordance with its Operating Agreement and the laws of the State of Florida. The name and address of the manager is PAUL RHODES, 506 Australian Avenue South, Suite 120, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

MERGING PARTY:

SURVIVING PARTY:

RESIDENTIAL TELECOM, LLC, a Florida
limited liability company

LITESTREAM HOLDINGS, LLC, a Florida
limited liability company

By: _____

Paul Rhodes, Managing Member

By: _____

Paul Rhodes, Manager