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Florida Department of State
Division of Corporations
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Account Name : BAKER & HOBSTLER LLP
Account Number : J15890800677
Phone : (407) 649-4043
Fax Number : (407) 841-0168

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TALLAHASSEE, FLORIDA

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1. Source of information

MERGER OR SHARE EXCHANGE

Bong Spirit Company, LLC

Certificate of Status	1
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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

GIST DESIGN STUDIO, LLC, a Florida limited liability company; and **LO4-70892**

FRATELLO INTERNATIONAL, LLC, a Florida limited liability company. **LO4-63522**

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

BONG SPIRIT COMPANY, LLC, a Florida limited liability company. **LO4-85277**

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

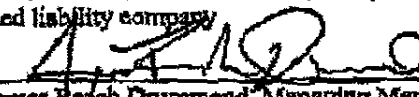
FOURTH: The effective date of the merger will be the date of filing this Certificate of Merger with the Florida Department of State.

FIFTH: Signatures for each party:

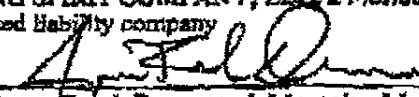
GIST DESIGN STUDIO, LLC, a Florida
limited liability company

By: 
James Beach Drummond, Managing Member

FRATELLO INTERNATIONAL, LLC, a Florida
limited liability company

By: 
James Beach Drummond, Managing Member

BONG SPIRIT COMPANY, LLC, a Florida
limited liability company

By: 
James Beach Drummond, Managing Member

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

GIST DESIGN STUDIO, LLC, a Florida limited liability company ("Gist"); and

FRATELLO INTERNATIONAL, LLC, a Florida limited liability company ("Fratello").

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

BONG SPIRIT COMPANY, LLC, a Florida limited liability company ("BSC," and collectively with Gist and Fratello, the "Merged Entities").

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

A. On the Effective Date (as defined below), Gist and Fratello shall be merged into BSC and BSC shall be the surviving company ("Survivor") and as such shall continue to be governed by the laws of the State of Florida.

B. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the company existence and identity of each of Gist and Fratello with all their purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of BSC and Survivor shall be vested fully therewith and the separate existence and identity of each of Gist and Fratello shall thereafter cease, except to the extent continued by statute.

C. At the Effective Date, any and all property, real, personal, intellectual and mixed, of any of the Merged Entities, and all debts due, as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in Survivor, and shall thereafter be the property of Survivor as they were of such Merged Entity. All rights of creditors and all liens upon any property of any of the Merged Entities shall be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities that have merged shall attach to Survivor and may be enforced against Survivor to the same extent as if the debts, liabilities and duties had been incurred or contracted by Survivor.

D. The merger shall become effective upon the filing of the Certificate of Merger with the Florida Department of State (the "Effective Date").

FOURTH:

A. The manner and basis of converting the interests, obligations or other securities of each merged party into the interests, obligations or other securities of Survivor, in whole or in part, into cash or property is as follows:

(1) All outstanding membership interests of Survivor immediately prior to the Effective Date shall be automatically converted at a ratio of four tenths (0.4) to one (1), such that if a member owned a ten percent (10%) membership interest in Survivor immediately prior to the Effective Date, such member would own a four percent (4%) membership interest of Survivor at the Effective Date.

(2) All outstanding membership interests of Fratello immediately prior to the Effective Date shall be automatically converted into Survivor membership interests at a ratio of six tenths (0.6) to one (1), such that if a member of Fratello owned a ten percent (10%) membership interest in Fratello immediately prior to the Effective Date, such member would own a six percent (6%) membership interest of Survivor at the Effective Date.

(3) All outstanding membership interests of Qist shall be automatically converted into a right to receive cash in the amount of one dollar (\$1.00) for each one percent (1%) of membership interest.

(4) The names and membership interest percentages of the members of Survivor as of the Effective Date will be as follows:

James Beach Drummond	26.345
Ryan Mayer	17.273
Charles Zell	12.778
Paul Tagger	8.239
Tom Mills	5.502
Joe Meyer	3.537
The Family Spirit, LLC	3.958
Brothers in Spirit, LLC	2.338
Joel Meyer	1.769
Thomas Kennedy	3.537
Serrano Capital, LLC	5.224
George Haines	0.796
Fernando Mendez	0.400
Adam Robinson	0.199
Kirt Earhart	0.800
Kim Jackson	7.334
	100.000

B. The manner and basis of converting rights to acquire the interests, obligations or other securities of each merged party into rights to acquire the interests, obligations or other securities of Survivor, in whole or in part, into cash or other property is as follows: There are no rights to acquire interests, obligations or other securities of any merged party.

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

A. The Articles of Organization of BSC, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Organization of Survivor.

B. The Operating Agreement of BSC, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Operating Agreement of Survivor.

C. The managing members, managers, and officers, as applicable, of BSC immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.

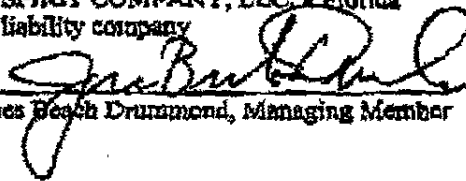
GIST DESIGN STUDIO, LLC, a Florida
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By: 
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limited liability company

By: 
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BONG SPIRIT COMPANY, LLC, a Florida
limited liability company

By: 
James Beach Drummond, Managing Member

SR91, 98700, 101533408, 1, Certificate and Plan of Merger

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