

104000088629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

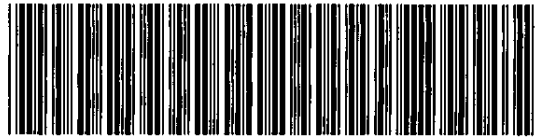
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Big Time Adventures, 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:

Stuart W. McKinlay

(Contact Person)

Stuart W. McKinlay, P.C.

(Firm/Company)

6 South Tejon, Suite 610

(Address)

Colorado Springs, CO 80903

(City, State and Zip Code)

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For further information concerning this matter, please call:

Stuart W. McKinlay

(Name of Contact Person)

at (719) 520-1574

(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

**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>
Dabbling Adventures, LLC	Florida <u>104000088636</u>	Limited liability company
Big Time Adventures, LLC	Florida <u>104000088629</u>	Limited liability company
_____	_____	_____
_____	_____	_____

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

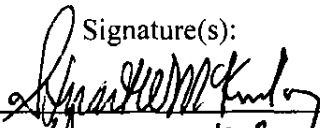
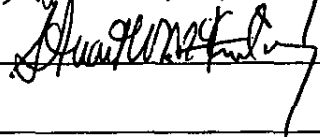
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Big Time Adventures, LLC	Florida	Limited liability company

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 620, Florida Statutes.

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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:
Dabbling Adventures, LLC		Stuart W. McKinlay
Big Time Adventures, LLC		Stuart W. McKinlay
_____	_____	_____
_____	_____	_____

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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
Dabbling Adventures, LLC	Florida	Limited liability company
Big Time Adventures, LLC	Florida	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Big Time Adventures, LLC	Florida	Limited liability company

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

Dabbling Adventures, LLC ("Dabbling") shall be merged with and into
Big Time Adventures, LLC ("Big Time") and Big Time does hereby merge
Dabbling with and into itself pursuant to the terms and conditions of this
Plan of Merger. On and after the effective date of the merger, Big Time
shall be the surviving company and shall continue to exist as a domestic
limited liability company under the laws of Florida, with all the rights and
obligations of such surviving domestic limited liability company.

[See Attachment]

(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:

Each unit of interest in Dabling shall be changed
and converted into a unit of Big Time, which units shall thereupon be
issued and outstanding. After the effective date, each holder of
a certificate(s) representing units of Dabling shall surrender the same
to Big Time and such holder shall be entitled to receive in exchange
therefor a certificate(s) representing the number of full units of interest
in Big Time equal to the number of units of Dabling represented
by the certificate(s) so surrendered.

(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:

The manner and basis of converting rights to acquire the
interests and obligations of Dabling shall be as set forth in the
Operating Agreement of Big Time.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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Plan of Merger (cont.)

Third:

Dabbling shall cease to exist (except as may otherwise be provided for specific purposes in the Florida Statutes) and its property shall become the property of Big Time as the surviving company.

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