

105000068521

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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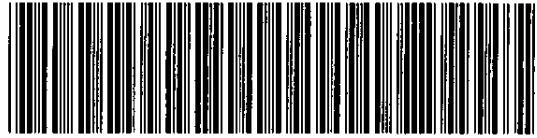
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

FEB 23 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CarThink LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Diyna Swiderski
(Contact Person)

Carthink LLC
(Firm/Company)

900 Linton Blvd, Suite 200
(Address)

Delray Beach, FL 33444
(City, State and Zip Code)

For further information concerning this matter, please call:

Diyna Swiderski at (561) 276-2212
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
CarThink Corp	FL	Corp PD4000116599
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
CarThink LLC	FL	LLC L05000068521

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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FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: 3/1/2011

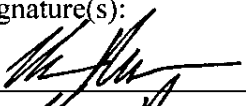

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CarminK corp		Kevin Rose
CarminK LLC		Kevin Rose

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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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>
Carythink Corp	Florida	Corp

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>
CarThink LLC	Florida	Corp.

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

See attached

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

EXHIBIT B

CarTHINK, LLC Members' Agreement Dated August 18th, 2005

(Members, please insert executed Agreement here)

All terms and conditions of the attached Agreement, unless specifically altered by the new Agreement, dated April 1st, 2006, shall remain in effect. It is not the intention of the new Agreement to change or undo the acquisition of CarTHINK Corporation by CarTHINK, LLC, or the pledging of the assets of the Company through the filing of the UCC-1, to secure the loan by GCS.

In addition to the UCC-1, it is further agreed by the Parties that the CarTHINK client database is an asset of the Company and, therefore, pledged as collateral for all loans made to the Company by GCS and CTI.

The Company's Balance Sheet dated 3/31/06 shall be attached and made part of this Agreement.

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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:

2/1A

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

n/a

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(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

NA

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Cartnick LLC

900 Union Blvd Suite 200

Delray Beach, FL 33444

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(Attach additional sheet if necessary)

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

mt

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

mt

(Attach additional sheet if necessary)

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