

407-843-4444

6/16/2008 11:27

PAGE 002/005

Fax Server

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000152429 3)))



H080001524293ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From: GAIL S ANDRE

Account Name : LOWMEYER, DROSDICK, DOSTER KANTOR & REED,
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF MERGER AND RETURN CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

2008 JUN 16 A 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

2008 JUN 16 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

EMANAGEMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$58.75

\$80.00

A. LUNT

JUN 17 2008

EXAMINER

L07-24845

Electronic Filing Menu

Corporate Filing Menu

Help

407-843-4444

6/16/2008 11:27 PAGE 003/005 Fax Server

B08000152429 3

**CERTIFICATE OF MERGER
OF**

**BMANAGEMENT, LLC, a Florida limited liability company
WITH AND INTO
EMANAGEMENT LLC, a Florida limited liability company**

This Certificate of Merger is submitted, in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), with respect to the merger of BManagement, LLC, a Florida limited liability company ("BManagement"), with and into EManagement LLC, a Florida limited liability company ("EManagement"). EManagement is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Certificate of Merger is hereinafter referred to as the "Merger".

1. The plan of merger for the Merger is attached hereto as Exhibit "A" (the "Plan of Merger").
2. The Plan of Merger was approved by each limited liability company that is a party to the Merger in accordance with the applicable provisions of the Act.
3. The effective date of the Merger is the date of the filing of this Certificate of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned parties to the Merger have caused this Certificate of Merger to be signed by their respective duly authorized representatives as of the 19 day of May, 2008.

EMANAGEMENT, LLC, a
Florida limited liability company

By: [Signature]
Name: Syrach Gupta
Title: Member

BMANAGEMENT LLC, a Florida
limited liability company

By: [Signature]
Name: Braham Aggarwal
Title: Member

FILED

JUN 16 A 9:53

CLERK OF STATE
TALLAHASSEE, FLORIDA

407-843-4444

6/16/2008 11:27

PAGE 004/005

Fax Server

H08000152429 3

Exhibit "A"

**PLAN OF MERGER
OF
BMANAGEMENT, LLC, a Florida limited liability company
WITH AND INTO
EMANAGEMENT LLC, a Florida limited liability company**

1) Upon the filing of a Certificate of Merger (the "Certificate of Merger") with the Florida Department of State, BManagement, LLC, a Florida limited liability company ("BManagement"), shall be merged with and into EManagement LLC, a limited liability company ("EManagement"). EManagement is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Plan of Merger is hereinafter referred to as the "Merger."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each party shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party shall not revert or be in any way impaired by reason of such Merger, and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party, and any claim existing or action or proceeding by or against either party may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of EManagement, as in effect at the time of the filing of the Certificate of Merger, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of EManagement, as in effect at the time of the filing of the Certificate of Merger, shall be the operating agreement of the Surviving Entity until thereafter amended as provided by law.

(3) The Merger shall become effective upon the date and time of the filing of a Certificate of Merger with the Florida Department of State (the "Effective Time").

(4) Prior to the Effective Time, the members of EManagement and BManagement will be identical and each such member will own identical percentage interests in both

FILED

2008 JUN 16 A 9 54

407-843-4444

6/16/2008 11:27

PAGE 005/005

Fax Server

808000152429 3

EManagement and BManagement. At the Effective Time, each member's membership interests in BManagement will automatically be converted into membership interests in the Surviving Entity and each member will own the same percentage interest in the Surviving Entity as each such member owned in EManagement and BManagement prior to the Effective Time.

2008 JUN 16 A 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED