

L06000102791

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

4What, LLC

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J. BRYAN DEC 15 2006

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

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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>
4WHAT, Inc.	Florida	corporation
#P96000009298		

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>
4WHAT, LLC	Florida	LLC
#L06000102791		

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/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

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:

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:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____

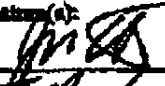

Mailing address: _____

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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:
4WHAT, Inc.		DAN CROSSAN
4WHAT, LLC		FRANK MANCOSA

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
Signature of a general partner or authorized person
Signatures of all general partners
Signature of a general partner
Signature of a member or authorized representative

General Partnerships;
Florida Limited Partnerships;
Non-Florida Limited Partnerships;
Limited Liability Companies:

Fees:

\$55.00 Per Party

Certified Copy (optional):

\$8.75

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>
4WHAT, Inc.	Florida	corporation

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>
4WHAT, LLC	Florida	LLC

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

See Exhibit A attached hereto and incorporated herein.

(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:

See Exhibit A attached hereto and incorporated herein.

(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:

See Exhibit A attached hereto and incorporated herein.

(Attach additional sheet if necessary)

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

N/A

(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:

Frank Mambuca, Manager,

24017 Production Circle, Bonita Springs, FL 34135

Thomas J. Esch, Manager,

24017 Production Circle, Bonita Springs, FL 34135

Jim Cossetta, Manager

24017 Production Circle, Bonita Springs, FL 34135

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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EXHIBIT A
TO PLAN OF MERGER

THIRD:

1. The Merging Entity and the Survivor shall, pursuant to the provisions of the Florida LLC Act and the FBCA, be merged with and into a single entity, to wit, the Survivor, which shall be the surviving entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Florida LLC Act. The separate existence of the Merging Entity, sometimes hereinafter referred to as the "terminating entity", shall cease at said effective time.

2. The Articles of Organization of the Survivor, as the same shall be in full force and effect at the effective time in the State of Florida of the merger herein provided for, will be the Articles of Organization of said surviving entity; and said Articles of Organization shall continue to be the Articles of Organization of said surviving entity until amended and changed pursuant to the provisions of the Florida LLC Act.

3. The Operating Agreement of the Survivor, will be the Operating Agreement of said surviving entity and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida LLC Act.

4. The Board of Managers in office of the Survivor at the effective time of the merger shall be the Board of Managers of the surviving entity who shall continue as Managers until the election and qualification of their successors or until their tenure is otherwise terminated.

5. The officers in office of the Survivor at the effective time of the merger shall be the officers of the surviving entity who shall continue as officers until the election and qualification of their successors or until their tenure is otherwise terminated.

FOURTH:

Each share of common stock of the Merging Entity shall, immediately prior to the time the merger becomes effective, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof. Any issued and outstanding membership interests of the Survivor shall not be converted or exchanged in any manner, but each said membership interest which is issued and outstanding as of the effective date of the merger shall continue to represent the issued and outstanding membership interest of the survivor. No debt of the Merging Entity shall be transferred to the Survivor.

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