

L070000030904

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SEALY, STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

MAY 10 2011

EXAMINER

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Intercon Systems, LLC	Florida	Limited Liability Company
1200 Clint Moore Road, Ste. 8		
Boca Raton, FL 33487		

Florida Document/Registration Number: L09000118424 FEI Number: 27-1483917

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. Energy IQ Group, LLC	Florida	Limited Liability Company
1200 Clint Moore Road, Ste. 8		
Boca Raton, FL 33487		

Florida Document/Registration Number: L07000030904 FEI Number: 20-8224800

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Energy IQ Group, LLC	Florida	Limited Liability Company
1200 Clint Moore Road, Ste. 8		
Boca Raton, FL 33487		

Florida Document/Registration Number: L07000030904 FEI Number: 20-8224800

THIRD: The attached Plan of Merger (Exhibit A) meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.


FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the regulations or Articles of Organization of the limited liability companies that are a party to the merger.

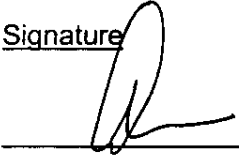
FIFTH: The merger shall become effective as of the date this Certificate of Merger is filed with Florida Department of State.

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SIXTH: The Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURE(S) FOR EACH PARTY.

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
<u>Intercon Systems, LLC,</u> <u>By: Energy IQ Group, LLC,</u> <u>Managing Member</u>		<u>Anthony F. Altmann, CEO</u>
		<u>Dated: February 10, 2011</u>

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
<u>Energy IQ Group, LLC</u>		<u>Anthony F. Altmann, CEO</u>
		<u>Dated: February 10, 2011</u>

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EXHIBIT "A"

Plan of Merger

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with Sections 608.4381, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Intercon Systems, LLC	a Florida limited liability company
Energy IQ Group, LLC	a Florida limited liability company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Energy IQ Group, LLC	a Florida limited liability company

THIRD: The manner and basis of converting the interests of the members of the merged party into the interests of the surviving entity, in whole or in part, into cash or other property are as follows:

Each interest of the disappearing limited liability company shall, at the effective time and date of the merger, be converted into interests of the surviving limited liability company on a 1:1 basis.

FOURTH: The manner and basis of converting rights to acquire the interests of the merged party into rights to acquire the interests of the surviving entity, in whole or in part, into cash or other property are as follows:

Each right to acquire interests in the disappearing limited liability company shall, at the effective time and date of the merger, be converted into the right to acquire interests of the surviving limited liability company on a 1:1 basis on the same terms and conditions.

FIFTH: The surviving limited liability company will be managed by a Board of Managers and the name and address of the Managers are as follows:

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<u>Name</u>	<u>Address</u>
Anthony F. Altmann	1200 Clint Moore Road, Ste. 8 Boca Raton, Florida 33487
Joseph Stepenovitch	1200 Clint Moore Road, Ste. 8 Boca Raton, Florida 33487
Karl K. Zimmerman	1200 Clint Moore Road, Ste. 8 Boca Raton, Florida 33487

SIXTH: The merger shall become effective on the time and date on which the Certificate of Merger has been filed with the Department of State of the State of Florida and for accounting presentation purposes, shall be treated as if the merger occurred on December 31, 2010.


IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of the disappearing limited liability company and the surviving limited liability company.

INTERCON SYSTEMS, LLC,
a Florida limited liability company

By Energy IQ Group, LLC, Managing Member

By: 
Anthony F. Altmann, CEO

ENERGY IQ GROUP, LLC,
a Florida limited liability company

By: 
Anthony F. Altmann, CEO

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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnership:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Department of State	Department of State
Division of Corporations	Division of Corporations
Corporate Filings	Clifton Building
P.O. Box 6327	2661 Executive Center Circle
Tallahassee, FL 32314	Tallahassee, FL 32301

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s.608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership All Others:	\$25.00
All Others:	No Charge

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