

Jun 26-07 03:20p Fee & Jeffries, P.A.

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Division of Corporations

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TALLAHASSEE, FLORIDA

07 JUN 26 AM 9:28

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MERGER OR SHARE EXCHANGE

Loyalty Building Technologies, LLC

Certificate of Status	1
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**CERTIFICATE OF MERGER OF LOYALTY BUILDING TECHNOLOGIES, INC.
INTO
LOYALTY BUILDING TECHNOLOGIES, LLC**

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Loyalty Building Technologies, LLC, a limited liability company organized under the laws of the State of Florida ("LBT, LLC"), hereby submits this Certificate of Merger for the purpose of merging with Loyalty Building Technologies, Inc., a corporation organized under the laws of the State of Florida ("LBT, INC.");

I. The following Plan of Merger was duly approved in the manner prescribed by law:

**PLAN OF MERGER OF LOYALTY BUILDING TECHNOLOGIES, INC. WITH AND
INTO LOYALTY BUILDING TECHNOLOGIES, LLC**

A. ENTITIES PARTICIPATING IN MERGER

The names of the constituent entities proposing to merge are Loyalty Building Technologies, Inc., ("LBT, INC.") and Loyalty Building Technologies, LLC ("LBT, LLC"), and the entity that shall be the surviving entity after the merger becomes effective is LBT, LLC.

B. NAME OF SURVIVING ENTITY; ARTICLES OF ORGANIZATION

The name which the surviving entity shall have after the merger becomes effective is "Loyalty Building Technologies, LLC". LBT, LLC's Articles of Organization shall remain unchanged following the merger.

C. TERMS AND CONDITIONS OF PROPOSED MERGER

Pursuant to the terms and conditions of the Agreement and Plan of Merger executed by the parties, LBT, INC. shall be merged with and into LBT, LLC. Upon the merger of LBT, INC. into LBT, LLC, the corporate existence of LBT, INC. shall cease and the limited liability company existence of LBT, LLC shall continue. LBT, LLC will assume all assets and liabilities of LBT, INC.

D. CONVERSION AND EXCHANGE OF SHARES/MEMBER INTERESTS

At the Effective Time (as hereinafter defined):

1. Shares of LBT, INC. Each share of common stock of LBT, INC. issued and outstanding immediately prior to the Effective Time shall automatically be converted into and become a right to receive a single share of member interest of LBT, LLC.

2. Shares of LBT, LLC. Each share of member interest of LBT, LLC issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

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3. Closing of LBT, INC.'s Transfer Books. At the Effective Time, the stock transfer books of LBT, INC. shall be closed with respect to shares of common stock of LBT, INC. issued and outstanding immediately prior to the Effective Time and no further transfer of such shares shall thereafter be made on such stock transfer books. If, after the Effective Time, valid certificates previously representing such shares are presented to the Surviving Corporation or its designee, such certificates shall be exchanged as provided in Section 4 below.

4. Exchange of Certificates. After the Effective Time (as hereinafter defined), upon the surrender and exchange of a certificate theretofore representing shares of LBT, INC.'s common stock to LBT, LLC, the holder shall be issued an equal number of shares of member interest of LBT, LLC, and such LBT, INC. certificate shall represent solely the right to receive an equivalent number of shares of Member interest of LBT, LLC.

F. TAKING OF NECESSARY ACTION

LBT, LLC and LBT, INC. shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the merger contemplated by this Plan as promptly as possible. If, at any time after the Effective Time (as hereinafter defined), any further action is necessary or desirable to carry out the purposes of the merger contemplated by this Plan or to vest LBT, LLC with full right, title and possession to all assets, property, rights, privileges, immunities and franchises of LBT, INC., the officers and directors of LBT, LLC are fully authorized, in the name of LBT, INC., to take, and shall take, all such action.

G. EFFECTIVE DATE AND TIME

The date and time at which the merger contemplated by this Plan shall become effective is 12:01 a.m. on July 1, 2007 (the "Effective Time").

H. SHAREHOLDER AND MEMBER APPROVAL

LBT, INC. has issued and outstanding 100 shares of common stock, and no other class of stock is issued and outstanding. LBT, LLC has 100 shares of member interest issued and outstanding, and no other class of member interest is issued and outstanding. The Plan of Merger described in this Certificate of Merger was approved by the Board of Directors and all of the shareholders of LBT, INC. pursuant to unanimous Written Action dated June 25, 2007, in accordance with the applicable provisions of Chapter 607, Florida Statutes. The Plan of Merger described in this Certificate of Merger was approved by the Board of Managers and all of the members of LBT, LLC pursuant to a unanimous written action dated June 25, 2007, in accordance with the applicable provisions of Chapter 608, Florida Statutes. The Plan of Merger and performance of its terms have been duly authorized by all action required by the laws of Florida with regard to both LBT, INC. and LBT, LLC.

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IN WITNESS WHEREOF, this Certificate of Merger is signed by the Presidents of LBT, INC. and LBT, LLC, as of the 25th day of June, 2007.

LOYALTY BUILDING TECHNOLOGIES,
INC.

LOYALTY BUILDING TECHNOLOGIES,
LLC

/S/ Jack Cain
By: Jack Cain, President

/S/ Jack Cain
By: Jack Cain, President

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