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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

On Tap Management, LLC

Certificate of Status	0
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Help

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
On Tap Management LLC	Ohio	Limited Liability Company

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>
On Tap Management, LLC	Florida	Limited Liability Company

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.

1 of 6

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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:

October 1, 2007

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., are as follows:

Street address:


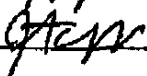
Mailing address:

2 of 6

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TALLAHASSEE, FLORIDA

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:
On Tap Management LLC		Jay Tapper, President
On Tap Management, LLC		Jay Tapper, President

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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

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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3 of 6

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>
On Tap Management LLC	Ohio	Limited Liability Company

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>
On Tap Management, LLC	Florida	Limited Liability Company

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

See attached.

(Attach additional sheet if necessary)

4 of 6

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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 attached.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

5 of 6

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

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper Manager of the Merged Company and the Manager of the Surviving Company are fully authorized in the name of the Merged Company and the Surviving Company, respectively to take any and all such action.

(e) All debts, liabilities and duties of the Surviving Company and Merged Company will attach to the Surviving Company, and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Company.

3. The Operating Agreement of the Surviving Company as it may exist on the Effective Date of this Plan of Merger shall be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed as therein provided.

4. The Manager and Members of the Surviving Company and the Manager and Members of the Merged Company shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Certificate of Merger or other appropriate certificate with the office of the Secretary of States of Ohio and Florida.

IN WITNESS WHEREOF, the parties hereto have caused their respective names to be signed hereto by their officers, duly authorized by their respective Managers.

ON TAP MANAGEMENT, LLC
(Surviving Company)

J-TAP, INC., Manager

By: 
Jay Tappey, President

ON TAP MANAGEMENT LLC
(Merged Company)

JT GROUP, INC., Manager

By: 
Jay Tappey, President

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ALABAMA