

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

IV Science, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$106.00

\$50.00

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**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>
JGG Enterprises, LLC	New York	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>
IV Science, LLC	Florida	Limited Liability Company

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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.

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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:

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:

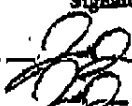
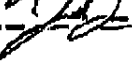
Street address:

Mailing address:

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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 approval rights of its members under ss.608.4341-608.43592, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
JGG ENTERPRISES, LLC		Joseph Garrett Green
IV SCIENCE, LLC		Joseph Garrett Green

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

Fees:

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

Certified Copy (optional): \$30.00

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4. Effective Date. For purposes of this Agreement, the effective date of the merger of JGG into IV (the "Merger") shall be upon the filing of a Certificate of Merger with the Department of State of the State of New York and Articles of Merger together with the Agreement and Plan of Merger with the Secretary of State of the State of Florida (the "Effective Date").

5. Merger. On the Effective Date, JGG shall be merged with and into IV and IV shall continue to be governed by the laws of the State of Florida, and the separate existence of JGG shall thereupon cease. The Merger shall be pursuant to the provisions and with the effect provided in the New York Limited Liability Company Law and the Florida Limited Liability Company Act.

6. Terms and Conditions. The terms and conditions of the Merger are as follows:

(a) Upon the Effective Date, the outstanding membership interest of JGG will be cancelled and converted into the right of the sole Member of JGG to receive one dollar (\$1.00) in cash.

(b) Upon the Effective Date, the Surviving Company shall assume and be liable for all liabilities, obligations and penalties of JGG and all assets of every nature of JGG shall be transferred to and vested in the Surviving Company.

(c) The Surviving Company agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in the State of New York that is to merge and for the enforcement that is provided in the New York Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign limited liability company.

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(d) Pursuant to Section 623 of the New York Business Corporation Law, Section 1005 of the New York Limited Liability Company Law or any applicable statute, the Surviving Company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law, New York Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

(e) The New York Secretary of State is designated as agent of IV upon whom process against it may be served. The address within or without the State of New York to which the Secretary of State shall mail a copy of any process served upon him or her is 2110 Shaw Lane, Suite L, Orlando, Florida 32814.

(f) This Merger is permitted by the jurisdictions of organization of JGG and IV and is in compliance therewith.

(g) The Articles of Organization of IV on the Effective Date shall be the Articles of Organization of the Surviving Company without any amendments made thereto.

7. This Agreement is on file at the place of business of the Surviving Company, which is 2110 Shaw Lane, Suite L, Orlando, FL 32814.

8. A copy of this Agreement will be furnished by the Surviving Company, on request and without charge, to any member of the Surviving Company or any person holding an interest in any other business entity which is to merge.

9. The name and business address of the Managing Member of the Surviving Company is Joseph Garrett Green, 2110 Shaw Lane, Suite L, Orlando, FL 32814.

10. Joseph Garrett Green, being the sole Member of JGG and the sole Member of IV, is approved to be the Authorized Person for purposes of executing, certifying and

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filing any and all certificates, agreements, documents, papers and other written instruments
necessary or appropriate to consummate the Merger.

[SIGNATURE PAGE TO DIRECTLY FOLLOW]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

Dated: September 17, 2007

**JGG ENTERPRISES, LLC, a New York
limited liability company**

By:

Name: Joseph Garrett Green
Title: Sole Member

**IV SCIENCE, LLC, a Florida
limited liability company**

By:

Name: Joseph Garrett Green
Title: Sole Member

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