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MERGER OR SHARE EXCHANGE
Roo Healthcare Solutions, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	80.00

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EXAMINER

80.00

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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 Companies in accordance with Section 608.4382, Florida Statutes:

- First: The names of the entities that are parties to the merger are BWV, LLC, a Florida limited liability company ("BWV") and Roo Healthcare Solutions, LLC, a Delaware Limited Liability Company ("Roo"). L07000095931
- Second: Roo Healthcare Solutions, LLC, a Delaware limited liability company, shall be the surviving entity.
- Third: The attached Plan of Merger was approved by the Manager of BWV in accordance with the applicable provisions of Chapter 608, Florida Statutes.
- Fourth: The attached Plan of Merger was approved by the Manager of Roo in accordance with the applicable laws of the state of Delaware.
- Fifth: Roo's principal office address within the state of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
- Sixth: Roo agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608-4351-608-4395, Florida Statutes.
- Seventh: Until such time as Roo qualifies to transact business in Florida, Roo lists its registered agent within the state of Delaware, Corporation Service Company at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, as the party that the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes.
- Eighth: Roo appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company parties hereto, including any appraisal rights of its members under Sections 608-4351-608.4395, Florida Statutes.


IN WITNESS WHEREOF, the undersigned has set his hand, this 14th day of December, 2011.

BWV, LLC, a Florida limited liability company

By: 
Shannon Beardsley, Member

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CLERK OF THE STATE
OF FLORIDA

ROO HEALTHCARE SOLUTIONS, LLC, a
Delaware limited liability company

By: 
Shannon Beardsley, Member

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11 DEC 15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
OF
BWV, LLC
(a Florida limited liability company)
INTO
ROO HEALTHCARE SOLUTIONS, LLC
(a Delaware limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This **PLAN OF MERGER** dated December 14, 2011 is made by and between BWV, LLC, a Florida limited liability company ("BWV"), and Roo Healthcare Solutions, LLC, a Delaware limited liability company ("Roo").

WHEREAS, the sole manager and sole member of BWV and the sole manager and sole member of Roo deem it advisable and in the best interest of the members of BWV and Roo for BWV to merge with and into Roo, with Roo designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. BWV and Roo shall be merged with and into a single entity, with Roo being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of BWV shall cease.
2. The Certificate of Formation of Roo shall continue to be the Certificate of Formation of the surviving entity until amended as therein provided.
3. The Operating Agreement of Roo shall continue to be the Operating Agreement of the surviving entity until changed, altered or amended as therein provided.
4. The sole manager of Roo shall continue as the manager of the surviving entity from and after the effective time of the merger until his respective successors are elected and qualified or his earlier resignation or removal.
5. From and after the effective time of the merger, the issued and outstanding Membership Interests of Roo immediately prior to the merger shall automatically, and without any action on the part of the holders thereof, be converted into 49,250 units of the surviving entity.
6. From and after the effective time of the merger, each issued and outstanding Unit of BWV immediately prior to the effective time of the merger shall be cancelled.
7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware upon a majority vote of the sole manager of BWV, or the sole manager of Roo.

8. Pursuant to the Delaware Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the sole manager and sole member of Roo.

9. Pursuant to the Florida Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the sole manager and sole member of BWV.

IN WITNESS WHEREOF, the undersigned has set his hand, this 14th day of December, 2011.

BWV, LLC

a Florida limited liability company

By: 

Shannon L. Beardsley
Manager

ROO HEALTHCARE SOLUTIONS, LLC,

a Delaware limited liability company

By: 

Shannon L. Beardsley
Manager

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