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**Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Unique Marketing Products, LLC

| | |
|-----------------------|----------|
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10-10-07 01:14P P.02

CERTIFICATE OF MERGER
OF
BIG TIME PRODUCTS ENTERPRISES, LLC,
a Georgia limited liability company,
INTO
UNIQUE MARKETING PRODUCTS, LLC,
a Florida limited liability company

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for the merging party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|------------------------------------|---------------------|---------------------------|
| Big Time Products Enterprises, LLC | Georgia | Limited liability company |

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--------------------------------|---------------------|---------------------------|
| Unique Marketing Products, LLC | Florida | Limited liability company |

THIRD: The attached plan of merger was approved by Unique Marketing Products, LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by Big Time Products Enterprises, LLC in accordance with the applicable laws of the State of Georgia.

FIFTH: The effective date of the merger is October 10, 2007.

Executed on October 8, 2007.

BIG TIME PRODUCTS ENTERPRISES,
LLC, a Georgia limited liability company

By: Harry S. Pearce
Name: Harry S. Pearce
Title: CEO & Manager

UNIQUE MARKETING PRODUCTS,
LLC, a Florida limited liability company

By: Harry S. Pearce
Name: Harry S. Pearce
Title: CEO & Manager

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10-10-07 01:14P P.03

PLAN OF MERGER
BETWEEN
BIG TIME PRODUCTS ENTERPRISES, LLC,
a Georgia limited liability company,
AND
UNIQUE MARKETING PRODUCTS, LLC,
a Florida limited liability company

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's organization:

FIRST: The exact name, address and state of organization of the merging party (referred to hereinafter as the "Merging Party") is as follows:

| <u>Name</u> | <u>State of Organization</u> | <u>Type of Entity</u> |
|------------------------------------|------------------------------|---------------------------|
| Big Time Products Enterprises, LLC | Georgia | Limited liability company |

SECOND: The exact name and state of organization of the surviving party (referred to hereinafter as the "Surviving Party") is as follows:

| <u>Name</u> | <u>State of Organization</u> | <u>Type of Entity</u> |
|--------------------------------|------------------------------|---------------------------|
| Unique Marketing Products, LLC | Florida | Limited liability company |

THIRD: The Plan of Merger was approved by all the members of the Merging Party and all the members of the Surviving Party.

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

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited liability company under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Organization of the Surviving Party at the effective date of the merger shall be the Articles of Organization of the Surviving Party. The Operating Agreement of the Surviving Party at the effective date of the merger shall continue to be the Operating Agreement of the Surviving Party, as the surviving limited liability company, and will continue in full force and effect unless amended by its members.

FIFTH: The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

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The members of the Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder thereof, each membership interest of the Merging Party shall be cancelled automatically. Each membership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding membership interests of the Surviving Party.

SIXTH: An executed Plan of Merger is on file at the principal place of business of the Surviving Party, at the following address:

Unique Marketing Products, LLC
12598 Emerald Coast Parkway, Unit 224
Miramar Beach, FL 32550

A copy of the Plan of Merger will be furnished by the Surviving Party on written request and without cost to any member of each entity that is a party to or created by the Plan of Merger.

SEVENTH: The Surviving Party will be responsible for the payment of all fees and franchise taxes required by law, and the Surviving Party will be obligated to pay such fees and franchise taxes if the same are not timely paid.

EIGHTH: The effective date of this merger shall be on October 10, 2007.

Executed on October 8, 2007.

BIG TIME PRODUCTS ENTERPRISES,
LLC, a Georgia limited liability company

By: Harry S. Pearce
Name: Harry S. Pearce
Title: CEO & Manager

UNIQUE MARKETING PRODUCTS,
LLC, a Florida limited liability company

By: Harry S. Pearce
Name: Harry S. Pearce
Title: CEO & Manager

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