

LO70000101075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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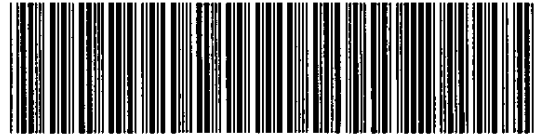
(Business Entity Name)

(Document Number)

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09/11/09--01014--021 \*\*25.00

09/29/09--01004--007 \*\*25.00

FILED  
09 SEP 11 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Mile High Net Stores LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Richard C. Vaughan

Contact Person

Mile High Net Stores LLC

Firm/Company

17011 Lincoln Ave. # 433

Address

Parker, CO 80134

City, State and Zip Code

admin@milehighnetstores.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard C. Vaughan

Name of Contact Person

at ( 720 ) 530-3337

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 30, 2009

RICHARD V. VAUGHAN  
17011 LINCOLN AVENUE #433  
PARKER, CO 80134

SUBJECT: POSITIVE VENTURES LLC  
Ref. Number: L07000101075

We have received your document for POSITIVE VENTURES LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

This document was received in our office on 9/11/09. This is pursuant to Florida Statutes 608.4382 (F).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 709A00030220

FILED  
09 SEP 11 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>
<u>Positive Ventures LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>LO7-101075</u>		

**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>
<u>Mile High Net Stores</u>	<u>Colorado</u>	<u>LLC</u>

**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.

**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:

September 17, 2009

**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:

Mile High Net Stores LLC

17011 Lincoln Ave. #433

Parker CO 80134

**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: Mile High Net Stores LLC

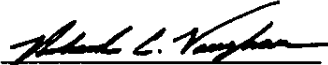
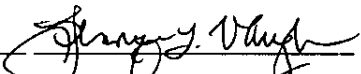
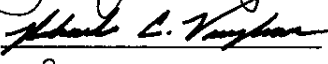
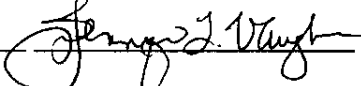
17011 Lincoln Ave. #433

Parker CO 80134

Mailing address: Same as above

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:
<u>Positive Ventures LLC</u>	<u></u>	<u>Richard C. Vaughan</u>
<u>Positive Ventures LLC</u>	<u></u>	<u>Jennifer L. Vaughan</u>
<u>Mile High Net Stores LLC</u>	<u></u>	<u>Richard C. Vaughan</u>
<u>Mile High Net Stores LLC</u>	<u></u>	<u>Jennifer L. Vaughan</u>

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
<u>Positive Ventures LLC</u>	<u>Florida</u>	<u>LLC</u>

**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>
<u>Mile High Net Stores LLC</u>	<u>Colorado</u>	<u>LLC</u>

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

All members of Positive Ventures LLC will maintain  
the same ownership percentage in Mile High Net Stores LLC  
as was held in Positive Ventures LLC. All members'  
rights and responsibilities will be governed by the  
operating agreement of Mile High Net Stores LLC. After  
the effective date of the merger, the laws of Colorado  
will govern Mile High Net Stores LLC.

*(Attach additional sheet if necessary)*

**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:

All assets and obligations of Positive Ventures LLC will  
transfer to Mile High Net Stores on the effective date.

The members of Positive Ventures will be given the exact  
same ownership interest in Mile High Net Stores LLC  
as they had in Positive Ventures LLC.

*(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:

According to the operating agreement of Mile  
High Net Stores LLC.

*(Attach additional sheet if necessary)*



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

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 SEP 11 PM 12:51

FILED