

JUN 18 2009 4:14PM

NO 566

P. 1

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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Heaven 12908

MERGER OR SHARE EXCHANGE

prism microwave, inc.

Certificate of Status	0
Certified Copy	1
Page Count	10 11
Estimated Charge	\$68.75

T. CLINE

JUN 19 2009

EXAMINER

*Resending - last signature page was missing*

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Corporate Filing Menu

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>
Prism Microwave, Inc.	Delaware	corporation (for profit)
Prism Microwave, LLC	Florida	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>
Prism Microwave, Inc.	Delaware	corporation (for profit)

**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:

c/o Corporation Service Company

2711 Centerville Road, Suite 400

Wilmington, DE 19808

**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: 3527-B Plover Avenue

Naples, FL 34117

Mailing address: 3527-B Plover Avenue

Naples, FL 34117

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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 appraisal rights of its members under ss.608.4351-608.4355, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Prism Microwave, Inc.	<i>DSCD [Signature]</i>	President
Prism Microwave, LLC	<i>DSCD [Signature]</i>	Managing Member

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>Prism Microwave, Inc.</u>	<u>Delaware</u>	<u>corporation (for profit)</u>
<u>Prism Microwave, LLC</u>	<u>Florida</u>	<u>limited liability company</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>Prism Microwave, Inc.</u>	<u>Delaware</u>	<u>corporation (for profit)</u>

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

See Plan of Merger attached hereto as Exhibit A and made a part hereof.

*(Attach additional sheet if necessary)*

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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 Plan of Merger attached hereto as Exhibit A and made a part hereof.

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*(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 Plan of Merger attached hereto as Exhibit A and made a part hereof.

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*(Attach additional sheet if necessary)*

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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:

See Plan of Merger attached hereto as Exhibit A and made a part hereof.

*(Attach additional sheet if necessary)*

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

See Plan of Merger attached hereto as Exhibit A and made a part hereof.

*(Attach additional sheet if necessary)*

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Plan of Merger Prism Microwave (PLLC) (also DB Corp) LLC

## EXHIBIT A

## PLAN OF MERGER

This PLAN OF MERGER has been approved as of May 29, 2009 by Prism Microwave, LLC ("Prism LLC"), a limited liability company organized under the laws of the State of Florida, by resolution adopted, in accordance with the terms of its Operating Agreement dated January 28, 2008, by its Managing Member (as such term is defined in the Operating Agreement) and Supermajority-in-Interest of its Members (as such term is defined in the Operating Agreement) on said date, and by Prism Microwave, Inc. ("Prism Inc."), a business corporation organized under the laws of the State of Delaware, by resolution adopted by its Board of Directors on said date. The Board of Directors of Prism Inc. has determined that it is in the best interests of Prism Inc. and the Managing Member and a Supermajority-in-Interest of the Members of Prism LLC have determined that it is in the best interests of Prism LLC and its members, that Prism LLC be merged with and into Prism Inc., with Prism Inc. as the surviving corporation following the merger and otherwise on the terms set forth in this Plan of Merger.

1. Subject to the terms and conditions of this Plan of Merger and the Certificate of Merger in such forms as are required by the relevant provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Limited Liability Company Act (the "FLLCA"), respectively, at the Effective Time (as defined below) Prism LLC shall be merged with and into Prism Inc. (the "Merger"). By virtue of the Merger, the outstanding units of Prism LLC shall be converted in the manner provided in Section 2 of this Plan of Merger, the separate existence of Prism LLC shall cease and Prism Inc. shall be the surviving corporation following the Merger (the "Surviving Corporation").

2. At the Effective Time, by virtue of the Merger and without any further action on the part of Prism Inc., Prism LLC or any member thereof, each unit of Prism LLC issued and outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation.

3. The Merger shall become effective at such time as the Certificate of Merger is filed with the Secretary of State of the State of Delaware and the Certificate of Merger is filed with the Secretary of State of the State of Florida (such time, the "Effective Time").

4. The Certificate of Incorporation of Prism Inc. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation as of the Effective Time until amended thereafter in accordance with applicable law.

5. The Bylaws of Prism Inc. as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation as of the Effective Time until amended thereafter in accordance with applicable law.

6. At and after the Effective Time, each of the directors and officers of Prism Inc. immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office until his or her respective successor is duly elected and qualified.

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Plan of Merger - Prism Management, LLC into DE Corp. DOC

or until their earlier death, resignation or removal or, all in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm in the Surviving Corporation its right, title and interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of either of the constituent corporations, or (b) otherwise to carry out the purposes of this Plan of Merger, the Surviving Corporation and its proper officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of either constituent entity, all such assignments and assurances and to do, in the name and on behalf of either constituent entity, all such other acts and things as may be necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of such constituent entity and otherwise to carry out the purposes of this Plan of Merger.

8. This Plan of Merger may be terminated by the Board of Directors of Prism Inc. or the Managing Member or Supermajority-in-Interest of the Members of Prism LLC at any time prior to the Effective Time.

[SIGNATURE PAGES FOLLOW]

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NO. 566 P. 10

Print of Signature - Prism Microwave (FL, LLC) was Not Captured

WITNESS the due execution hereof on May 29, 2009.

PRISM MICROWAVE, LLC

MANAGING MEMBER:

David S. Chambers  
David S. Chambers, Managing Manager

MEMBERS:

By: David S. Chambers  
Name: David S. Chambers  
Title: Member

By: William B. Johnston  
Name: William B. Johnston  
Title: Member

By: Curtis C. Adams  
Name: Curtis C. Adams  
Title: Member

By: Kellie Willey-Robinson  
Name: Kellie Willey-Robinson  
Title: Member

By: Samuel E. Windsor  
Name: Samuel E. Windsor  
Title: Member

By: John K. Pryor  
Name: John K. Pryor  
Title: Member

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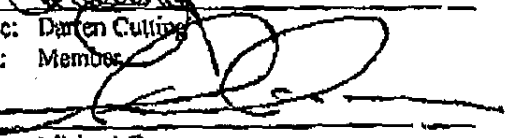
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Plan of Merger - Prism Microwave (FL LLC into DF Corp) DOC

By:   
Name: Daren Cutting  
Title: Member

By:   
Name: Michael Cavasno  
Title: Member

PRISM MICROWAVE, INC.

By:   
Name: David S. Chambers  
Title: Director

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