

Division of Corporations

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

LWR TECHNOLOGY HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
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EXAMINER

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**CERTIFICATE OF MERGER  
OF  
HEMBREE-ROSS EXCHANGE, LLC  
INTO  
LWR TECHNOLOGY HOLDINGS, LLC**

LWR TECHNOLOGY HOLDINGS, LLC, a Florida limited liability company ("LWR"), hereby delivers to the Florida Department of State for filing the following *Certificate of Merger* for the merger of HEMBREE-ROSS EXCHANGE, LLC, a Florida limited liability company ("Hembree"), with and into LWR. LWR shall be the surviving business entity.


1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LWR in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Hembree in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

LWR TECHNOLOGY HOLDINGS, LLC,  
a Florida limited liability company

By:   
Richard E. Ross  
As its Manager

HEMBREE-ROSS EXCHANGE, LLC,  
a Florida limited liability company

By:   
Richard E. Ross  
As its Manager

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## EXHIBIT A

PLAN OF MERGER  
OF  
HEMBREE-ROSS EXCHANGE, LLC  
INTO  
LWR TECHNOLOGY HOLDINGS, LLC

HEMBREE-ROSS EXCHANGE, LLC, a Florida limited liability company, and LWR TECHNOLOGY HOLDINGS, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are HEMBREE-ROSS EXCHANGE, LLC, a Florida limited liability company ("Hembree"), and LWR TECHNOLOGY HOLDINGS, LLC, a Florida limited liability company ("LWR"). As a result of the merger, Hembree shall be merged with and into LWR. LWR shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The membership interest of Hembree will be cancelled. No change shall occur in the membership interests of LWR.
4. This plan shall be submitted to the members and manager of Hembree for approval. This plan shall be submitted to the member and manager of LWR for approval. The Articles of Organization for LWR will not differ from its Articles of Organization before the merger, and the member of LWR will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The members and manager of Hembree, and the member and manager of LWR are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
6. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
7. There are no other terms of or conditions to the merger.

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