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Division of Corporations

FAX NO.

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Florida Department of State
Division of Corporations
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L. SELLERS

To:

Division of Corporations
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SEP 22 2008

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305)357-5775
Fax Number : (305)357-5534

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Pay Per Ship, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF**PAY PER SHIP, LLC**
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**AND****PAY PER SHIP, INC.**
(TERMINATING DOMESTIC PROFIT CORPORATION)

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pay Per Ship, LLC 1000 5 th Street, 2 nd Floor Miami Beach, FL 33139	Florida	profit limited liability company
Florida Document/ Registration Number:	L08000085034	EIN Number: 26-3382539

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pay Per Ship, Inc. 290 NW 165 Street Mezzanine 100 Miami, FL 33169	Florida	profit corporation
Florida Document/Registration Number:	P07000127558	EIN Number: N/A

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THIRD: The Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company
09-12, 2008.

SIXTH: Adoption of Merger by the Merging Limited Liability Company:

The Plan of Merger was adopted by the members of the merging company
09-12, 2008.

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SEVENTH: SIGNATURE(S):

Dated: 09.12, 2008.

PAY PER SHIP, LLC, a Florida limited liability
company

By: *P. Blanchet*
Patrick Blanchet, Manager

Pay Per Ship, Inc., a Florida profit corporation

By: *P. Blanchet*
Patrick Blanchet, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 608.4382, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pay Per Ship, LLC 1000, 5 th Street, 2 nd Floor Miami Beach, FL 33139	Florida	profit limited liability company
Florida Document/Registration Number: L08000085034		EIN Number:

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging limited liability company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pay Per Ship, Inc. 290 NW 165 Street Mezzanine 100 Miami, FL 33169	Florida	profit corporation
Florida Document/Registration Number: P07000127558		EIN Number: N/A

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

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1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging company shall become the responsibility of the surviving company.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) profit corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

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TALLAHASSEE, FLORIDA

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Patrick Blanchet
1000 5th Street, 2nd Floor
Miami Beach, FL 33139

Dated effective 09-12, 2008

Pay Per Ship, LLC, a Florida limited liability
company

By: *Patrick Blanchet*
Patrick Blanchet, Manager

Pay Per Ship, Inc., a Florida profit corporation

By: *Patrick Blanchet*
Patrick Blanchet, Manager

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