

#L09000031735

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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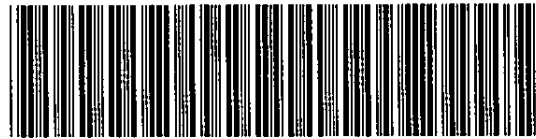
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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K. SALY  
EXAMINER  
SEP - 5 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Superior Sight & Sound, 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:

Brian Jones

Contact Person

Superior Sight & Sound, LLC

Firm/Company

7035 Phillips Highway, Suite 9

Address

Jacksonville, Florida 32216

City, State and Zip Code

brian@superiorsight.net

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

For further information concerning this matter, please call:

Brian Jones

Name of Contact Person

at ( 904 )

683-4766

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

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CLERK 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>
Superior Sight & Sound, LLC	Florida	Limited Liability Company
Wired Works, Inc.	Florida	Corporation
_____	_____	_____
_____	_____	_____

**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>
Superior Sight & Sound, LLC	Florida	Limited Liability Company

**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:

\_\_\_\_\_

**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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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 entitles 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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

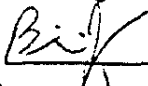
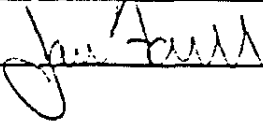
Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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. 609.4351-609.4355, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Superior Sight & Sound, LLC		Brian Jones
Wired Works, Inc.		Jamey Farrell

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

**Fees:**

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

**Certified Copy (optional):** \$30.00

PLAN OF MERGER

FILED  
12 AUG 29 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>
Superior Sight & Sound, LLC	Florida	Limited Liability Company
Wired Works, Inc.	Florida	Corporation

**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>
Superior Sight & Sound, LLC	Florida	Limited Liability Company

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

The identity, existence, rights, privileges, powers, franchises, properties and assets of Superior Sight & Sound, LLC shall continue unaffected and unimpaired by the Merger and shall be vested in Superior Sight & Sound, LLC. The identity and separate existence of Wired Works, Inc. shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Wired Works, Inc. shall be vested in Superior Sight & Sound, 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:

Each share in Wired Works, Inc. outstanding immediately prior to the Merger shall,  
by virtue of the Merger and without any additional action on the part of Wired  
Works, Inc. or Superior Sight & Sound, LLC, be exchanged for a membership  
interest in Superior Sight & Sound, LLC, such that the members of Superior Sight  
& Sound, LLC hold equal interests in Superior Sight & Sound, LLC immediately  
after the Merger.

*(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 ABOVE

*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*