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A. LUNT

JUL 20 2010

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07/13/10--01003--015 **60.00

2010 JUL 13 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2010

DEREK K. YU
LAW OFFICES OF DEREK K. YU
400 S. EL CAMINO REAL SUITE #600
SAN MATEO, CA 94402

SUBJECT: BLUEGLASS INTERACTIVE, INC.
Ref. Number: W10000027224

We have received your document for BLUEGLASS INTERACTIVE, INC. and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 610A00014057



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2010

DEREK K. YU
LAW OFFICES OF DEREK K. YU
400 S. EL CAMINO REAL SUITE #600
SAN MATEO, CA 94402

SUBJECT: BLUEGLASS INTERACTIVE, INC.
Ref. Number: W10000027224.

We have received your document for BLUEGLASS INTERACTIVE, INC. and your check(s) totaling \$80.00. However, the document has not been filed and is being retained in this office for the following:

The total amount due is \$140.00.

There is a balance due of \$60.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 610A00015507

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BlueGlass Interactive, Inc.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Derek Yu

Contact Person

Law Offices of Derek K. Yu

Firm/Company

400 S. El Camino Real, Ste #600

Address

San Mateo, CA 94402

City, State and Zip Code

dyu@corporateestatelaw.com

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

For further information concerning this matter, please call:

Derek Yu

Name of Contact Person

at (650)

288-1507

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

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
2018 JUL 13 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>Search & Social Media, LLC</u>	<u>Florida 109-40176</u>	<u>Limited Liability Company</u>
<u>2nd Step Search, LLC</u>	<u>Florida 109-107460</u>	<u>Limited Liability Company</u>
<u>Brent Csutoras, Inc.</u>	<u>Wyoming</u>	<u>Corporation</u>
<u>10e20, LLC</u>	<u>New York</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>BlueGlass Interactive, Inc.</u>	<u>Delaware</u>	<u>Corporation</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:

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:

One Commerce Center

1201 N. Orange Street, Suite 762

Wilmington, DE 19801

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: 2701 W. Busch Blvd, Suite 204

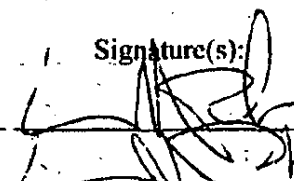

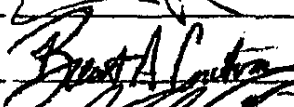
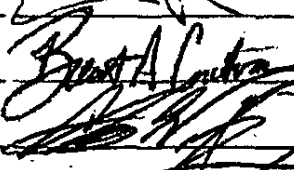
Tampa, FL 33618

Mailing address: 2701 W. Busch Blvd, Suite 204

Tampa, FL 33618

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:
Search & Social Media, LLC		Loren Baker
2nd Step Search, LLC		Loren Baker
Brent Csutoras, Inc.		Brent Csutoras
10e20, LLC		Chris Winfield

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FILED

2010 JUL 13 PM 4:03

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>
Search & Social Media, LLC (hereinafter "SSM")	Florida	Limited Liability Company
2nd Step Search, LLC (hereinafter "2nd Step")	Florida	Limited Liability Company
Brent Csutoras, Inc. (hereinafter "Csutoras Corp")	Wyoming	Corporation
10e20, LLC (hereinafter "10e20")	New York	Limited Liability Company

SSM, 2nd Step, Csutoras Corp, and 10e20 shall collectively be referred to as the "Merging Parties" or each a "Merging Party."

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BlueGlass Interactive, Inc. (hereinafter "BlueGlass" or "Surviving Party")	Delaware	Corporation

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

A. The Merging Parties shall be merged into a single corporation, which shall be BlueGlass, the Surviving Party.

B. The separate existence of SSM, 2nd Step, 10e20, and Csutoras Corp shall cease.

C. The Surviving Party shall possess all the rights, privileges, and powers, and be subject to all the restrictions, disabilities and duties of each Merging Party; and all the rights, privileges, and powers of each Merging Party, and all property, real, personal and mixed, and all debts due to any of the Merging Parties on whatever account, and all other things in action or belonging to

each Merging Party shall be vested in the Surviving Party; and all property, rights, privileges, and powers, and all and every other interest subsequently shall be as effectually the property of the Surviving Party as they were of the respective Merging Parties; likewise, all rights of creditors and all liens upon any property of any of the Merging Parties shall be preserved unimpaired, and all debts, liabilities and duties of the respective Merging Parties shall subsequently attach to the Surviving Party and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Surviving Party. Any action or proceeding whether civil, criminal or administrative, pending by or against any Merging Party shall be prosecuted as if the consolidation had not taken place, or the Surviving Party may be substituted in such action or proceeding.

D. All corporate acts, plans, policies, contracts, approvals and authorizations of the Merging Parties, and its members, stockholders, managers, board of directors, committees : elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Party and shall be as effective and binding on the Surviving Party as they were with respect to the relevant Merging Party.

E. The assets, liabilities, reserves and accounts of each Merging Party shall be recorded on the books of the Surviving Party at the amounts at which they, respectively, shall then be carried on the books of such Merging Party subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the consolidation.

F. The board of directors and the officers of BlueGlass shall be:

Directors: Chris Winfield, Brent Csutoras, David Snyder

Officers: Chief Executive Officer: Chris Winfield
Chief Financial Officer: Brent Csutoras
Secretary: David Snyder

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:

- (1) Conversion of SSM Interests. SSM consists of 3 members, with each of them owning an equal 33 1/3% membership interest in SSM. Each member's 33 1/3% membership interest shall be converted into Seven Hundred and Fourteen (714) fully paid and nonassessable shares of BlueGlass common stock; without any action on the part of each SSM member, as follows:

<u>Shareholder</u>	<u>Number of Shares In BlueGlass Common Stock</u>	<u>Conversion of Interests Held By Transferring Individual</u>
David Snyder	714 shares	33 1/3% interest in SSM
Jordan Kasteler	714 shares	33 1/3% interest in SSM
Loren Baker	714 shares	33 1/3% interest in SSM

For purposes of satisfying the requirements of Section 608.438(4)(d) of the Florida Limited Liability Company Act, the parties determined the fair value of the above described membership interests by taking into account the aggregate value of all the assets of SSM, which includes but is not limited to: its existing clients and partnerships (and expected revenue from such relationships), various domains and websites, accounts receivables, equipment, machinery, computers, materials, furniture, furnishings, software, bank accounts, and etc.

Following the merger, each member shall be entitled to receive in exchange for his membership interests, a certificate representing the number of shares of BlueGlass stock for which his membership interests have been converted or exchanged.

- (2) Conversion of 2nd Step Interests. 2nd Step consists of 4 members, with each of them owning an equal 25% membership interest in 2nd Step. Each member's 25% membership interest shall be converted into Seven Hundred and Fourteen (714) fully paid and nonassessable shares of BlueGlass common stock, without any action on the part of each 2nd Step member, as follows:

<u>Shareholder</u>	<u>Number of Shares In BlueGlass Common Stock</u>	<u>Conversion of Interests Held By Transferring Individual</u>
David Snyder	714 shares	25% interest in 2nd Step
Jordan Kasteler	714 shares	25% interest in 2nd Step
Loren Baker	714 shares	25% interest in 2nd Step
Hua "Tony" Wang	714 shares	25% interest in 2nd Step

For purposes of satisfying the requirements of Section 608.438(4)(d) of the Florida Limited Liability Company Act, the parties determined the fair value of the above described membership interests by taking into account the aggregate value of all the assets of 2nd Step, which includes but is not limited to: its existing clients and partnerships (and expected revenue from such relationships), various domains and websites, accounts receivables, equipment, machinery, computers, materials, furniture, furnishings, software, bank accounts, and etc.

Following the merger, each member shall be entitled to receive in exchange for his membership interests, a certificate representing the number of shares of BlueGlass stock for which his membership interests have been converted or exchanged.

- (3) Conversion of 10e20 Interests. 10e20 consists of 2 members, with each of them owning an equal 50% membership interest in 10e20. Each member's 50% membership interest shall be converted into One Thousand Four Hundred and Twenty Eight (1,428) fully paid and nonassessable shares of BlueGlass common stock, without any action on the part of each 10e20 member, as follows:

<u>Shareholder</u>	<u>Number of Shares In BlueGlass Common Stock</u>	<u>Conversion of Interests Held By Transferring Individual</u>
Chris Winfield	1,428 shares	50% interest in 10e20
Danielle Winfield	1,428 shares	50% interest in 10e20

Following the merger, each member shall be entitled to receive in exchange for his/her membership interests, a certificate representing the number of shares of BlueGlass stock for which his/her membership interests have been converted or exchanged.

- (4) Conversion of Csutoras Stock. Csutoras Corp has one shareholder, with all 150,000 shares of common stock issued to Brent Csutoras. The 150,000 shares of common stock owned by Mr. Csutoras shall be converted into One Thousand Four Hundred and Twenty Eight (1,428) fully paid and nonassessable shares of BlueGlass common stock (each share of Csutoras Corp common stock converted into 0.00952 share of BlueGlass common stock), without any action on the part of its sole shareholder, as follows:

<u>Shareholder</u>	<u>Number of Shares In BlueGlass Common Stock</u>	<u>Conversion of Stock Held By Transferring Individual</u>
Brent Csutoras	1,428 shares	150,000 shares of common stock in Csutoras Corp

- (5) All shares of BlueGlass stock into which membership interests of or shares of the Merging Parties stock shall have been converted pursuant to this Section Three shall be issued in full satisfaction of all rights pertaining to such converted shares. Following the Closing Date and consolidation of the Merging Parties, the shareholders of BlueGlass shall be as follows:

<u>Shareholder</u>	<u>Number of Shares In BlueGlass Common Stock</u>	<u>Conversion of Interests Held By Transferring Individual</u>
Chris Winfield	1,428 shares	50% interest in 10e20
Danielle Winfield	1,428 shares	50% interest in 10e20
David Snyder	1,428 shares	33 1/3% interest in SSM and 25% interest in 2nd Step
Jordan Kasteler	1,428 shares	33 1/3% interest in SSM and 25% interest in 2nd Step
Loren Baker	1,428 shares	33 1/3% interest in SSM and 25% interest in 2nd Step
Brent Csutoras	1,428 shares	150,000 shares of common stock in Csutoras Corp
Hua "Tony" Wang	714 shares	25% interest in 2nd Step
Total	9,282 shares	

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:

Not applicable. There are no existing rights to acquire the interests, shares, obligations or other securities of any of the Merged Parties. In the event there are any such rights in connection with any of the Merging Parties, such rights shall be vested and assumed by the Surviving Party.

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

This Plan shall be submitted to the members and stockholders of each Merging Party as provided by the applicable laws of Florida (for SSM & 2nd Step), Wyoming (for Csutoras Corp), and New York (for 10e20), respectively. After the approval or adoption of this Plan by the members or stockholders of each Merging Party in accordance with the requirements of the laws of Florida, Wyoming, and New York, respectively, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of Delaware, Florida, Wyoming, and New York, respectively.