

L09000044309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 DEC 13 AM 10:49

B. KOHR

DEC 20 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 607705 4310149

AUTHORIZATION

[Handwritten Signature]

COST LIMIT : \$ 50.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 13 AM 10:50

ORDER DATE : December 13, 2010

ORDER TIME : 3:02 PM

ORDER NO. : 607705-010

CUSTOMER NO: 4310149

ARTICLES OF MERGER

POSITIVE PERFORMANCE, LLC

INTO

EMPLOY INSIGHT LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
10 DEC 15 PM 4:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 13, 2010

TROY TODD
CSC
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: POSITIVE PERFORMANCE LLC
Ref. Number: L09000044309

We have received your document for POSITIVE PERFORMANCE LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

The Certificate of Merger must specify the survivor's principal office address in its home state. The survivor must also agree to pay any members with appraisal rights the amounts to which they are entitled under ss.608.4351-608.43595, F.S.

The survivor must also list both a street address and a mailing address which the Florida Department of State may use for the purposes of s.48.181, F.S.

And the survivor must appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each LLC that merged into the survivor, including any appraisal rights that its members may hold under ss.608.4351-608.4351-608.43595.

You may wish to use our attached CERTIFICATE OF MERGER form as a guide, or you may wish to use the form itself.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 710A00028820

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 13 AM 10:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 13 AM 10:50

CERTIFICATE OF MERGER

POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

L09000044309

with and into

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

Pursuant to Section 608.4328 of the Florida Statutes

Positive Performance, LLC, a Florida limited liability company, and Employ Insight LLC, a Delaware limited liability company, do hereby certify, pursuant to Section 608.4328 of the Florida Statutes, as follows:

FIRST: The name of the merging entities are Positive Performance, LLC, a Florida limited liability company ("Positive Performance"), and Employ Insight LLC, a Delaware limited liability company ("Employ Insight").

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Chapter 608 of the Florida Statutes.

THIRD: The name of the surviving limited liability company is Employ Insight.

FOURTH: The name of the limited liability company being merged into this surviving limited liability company is Positive Performance.

FIFTH: The Agreement and Plan of Merger was approved by each of the merging entities in accordance with the applicable laws of the jurisdiction under which such merging entity was formed or organized.

SIXTH: The Certificate of Formation of the surviving limited liability company shall be the Certificate of Formation of Employ Insight and shall continue in full force and effect without any amendments.

SEVENTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company at 912 Fleming Street, #1, Key West, FL 33040.

EIGHTH: The surviving limited liability company 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 company, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes.

NINTH: The street and mailing address of an office that the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes is 912 Fleming Street, #1, Key West, FL 33040.

TENTH: The surviving limited liability company agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

ELEVENTH: A copy of the Agreement and Plan of Merger will be furnished by Employ Insight, on request and without cost, to any member of each constituent limited liability company.

TWELFTH: The merger is to be effective on the latest effective filing date of this Certificate of Merger and the Certificate of Merger filed with the State of Delaware.

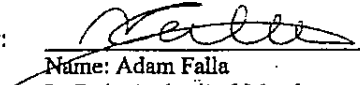
[Signature Page Follows]

IN WITNESS WHEREOF, Employ Insight and Positive Performance have caused this Certificate of Merger to be executed pursuant to and in accordance with Section 608.4328 of the Florida Statutes on this 6th day of December, 2010, and, by the signature below, the undersigned hereby affirms and acknowledges, under penalties of perjury, that this Certificate of Merger represents the act and deed of the undersigned and that the facts stated herein are true.


POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

By:


Name: Adam Falla
Its Duly Authorized Member

By:


Name: Sean Peter Glass
Its Duly Authorized Member


[Signature Page to Certificate of Merger]

IN WITNESS WHEREOF, Employ Insight and Positive Performance have caused this Certificate of Merger to be executed pursuant to and in accordance with Section 608.4328 of the Florida Statutes on this 6th day of December, 2010, and, by the signature below, the undersigned hereby affirms and acknowledges, under penalties of perjury, that this Certificate of Merger represents the act and deed of the undersigned and that the facts stated herein are true.

POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

By: _____
Name: Adam Falla
Its Duly Authorized Member

By: _____
Name: Sean Peter Glass
Its Duly Authorized Member

[Signature Page to Certificate of Merger]

AGREEMENT AND PLAN OF MERGER

BETWEEN

POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

AND

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

This Agreement and Plan of Merger made and entered into on the 6th day of December, 2010, by and between Positive Performance, LLC, a Florida limited liability company (hereinafter referred to as, "Positive Performance"), and Employ Insight LLC, a Delaware limited liability company (hereinafter referred to as, "Employ Insight"). Positive Performance and Employ Insight are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

WITNESSETH:

WHEREAS, Positive Performance is a limited liability company organized and existing under the laws of the State of Florida, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Florida on the 7th day of May, 2009; and

WHEREAS, Employ Insight is a limited liability company organized and existing under the laws of the State of Delaware, its Certificate of Formation having been filed in the Office of the Secretary of State of the State of Delaware on the 2nd day of December, 2010; and

WHEREAS, the members of Employ Insight and the members of Positive Performance have deemed it advisable for the mutual benefit of each Merging Entity that Positive Performance be merged with and into Employ Insight in accordance with the applicable laws of the States of Florida and Delaware, with Employ Insight being the surviving limited liability company.

NOW THEREFORE, the Merging Entities agree that Positive Performance shall be merged with and into Employ Insight under the following terms and conditions:

1. Effect of Merger. Positive Performance shall merge with and into Employ Insight, with Employ Insight being the surviving limited liability company. As of the Effective Date (as defined below), the separate existence of Positive Performance shall cease and Employ Insight shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in Employ Insight without further act or deed, and the title to any real estate, or any interests herein

vested in any of such limited liability companies shall not revert or be in any way impaired by reason of such merger.

2. Name. The name of the surviving limited liability company shall be "Employ Insight LLC" as of the Effective Date of the merger.

3. Effective Date. The effective date of the merger shall be the latest effective filing date of the Certificate of Merger as filed with the Secretary of State of the State of Delaware and the Certificate of Merger as filed with the Secretary of State of the State of Florida (the "Effective Date").

4. Certificate of Formation. The Certificate of Formation of Employ Insight shall continue in full force and effect without any amendments on and after the Effective Date.

5. Conversion of Interests. As of the Effective Date, all membership interests of Positive Performance shall cease to be outstanding and all membership certificates, if any, shall be canceled and returned and shall cease to exist. In exchange for each percent of membership interest in Positive Performance of presently outstanding interests which are surrendered, there will be issued an equal percent of membership interest of presently outstanding interests in Employ Insight, represented by Common Shares of Employ Insight, all as provided in Schedule A attached hereto.

6. Certificate of Merger. In accordance with the laws of the State of Delaware and Florida, the Merging Entities shall execute Certificates of Merger in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, which such Certificates of Merger shall be filed with the Secretary of State of the State of Delaware and the Secretary of the State of Florida, respectively.

7. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

8. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Delaware and Florida.


9. Counterparts. This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which, together, shall constitute one and the same instrument. Facsimile or other electronic execution and delivery of this consent shall be legally valid and binding for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, Employ Insight and Positive Performance have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

By: 
Name: Adam Falla
Its Duly Authorized Member

By: _____
Name: Sean Peter Glass
Its Duly Authorized Member


[Signature Page to Agreement and Plan of Merger]

IN WITNESS WHEREOF, Employ Insight and Positive Performance have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

POSITIVE PERFORMANCE, LLC
(a Florida limited liability company)

EMPLOY INSIGHT LLC
(a Delaware limited liability company)

By: _____
Name: Adam Falla
Its Duly Authorized Member

By: _____
Name: Sean Peter Glass
Its Duly Authorized Member

[Signature Page to Agreement and Plan of Merger]