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TALLAHASSEE, FLORIDA

J. BRYAN

OCT 13 2010

EXAMINER

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October 6, 2010

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Zoasoft, LLC Merger

Dear Sir or Madam:

I have enclosed the Certificate of Merger for the above referenced limited liability company along with a check in the amount of \$80.00 for the fees for filing including a certified copy of the Certificate of Merger. I have also enclosed a copy of the Plan of Merger. Please return the copies of the merger documents to my office in the enclosed self-addressed, stamped envelope. If you have any questions regarding the matter, please do not hesitate to contact me.

Sincerely,

HARRIS SHELTON HANOVER WALSH, PLLC



William Chad Roberts

enclosures

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CERTIFICATE OF MERGER

OF

ZOASOFT, LLC

(a Florida limited liability company)

INTO

ZOASOFT, LLC

(a Tennessee limited liability company)

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Pursuant to the provisions of 48-249-702 of the Tennessee Revised Limited Liability Company Act, T.C.A. 48-249-101, *et seq.*, and Sections 608.438 thru 608.4383 of the Florida Limited Liability Company Act, F.S.A. §608.401, *et seq.*, this Certificate of Merger is filed by the undersigned parties, **ZOASOFT, LLC**, a Florida limited liability company, and **ZOASOFT, LLC**, a Tennessee limited liability company, who desire to merge and to set forth the following facts relating to the merger:

1. The name, jurisdiction and date of formation or organization of each constituent entity to the merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
ZOASOFT, LLC	Florida	July 9, 2009
ZOASOFT, LLC	Tennessee	September 28, 2010

2. A Plan of Merger dated September 28, 2010, has been approved and executed by each constituent entity to the merger, a copy of which is attached hereto and incorporated herein by reference. The shareholder of each entity duly approved the entity entering into such Plan of Merger.

3. The surviving entity is a Tennessee limited liability company, the name of which is:

ZOASOFT, LLC

4. The merger is to be effective upon the filing of this Certificate of Merger with both the Tennessee Secretary of State and the Florida Secretary of State.

5. The Plan of Merger is on file at the principal executive office of the surviving entity, the address of which is:

3671 Waynoka Avenue
Memphis, TN 38111

6. A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any member of any entity which is a party to the merger.

7. No amendments where made to the operating agreement of the surviving entity.

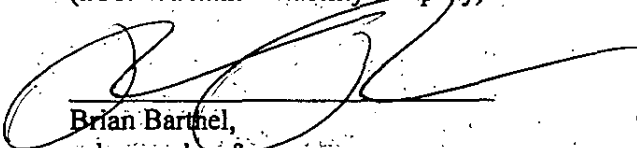
8. The surviving entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the entity merged into the surviving entity, including any appraisal rights of its members under F.S.A. §608.4351-608.4395. The Florida Secretary of State may use the following street and mailing address for purposes of F.S.A. §48.181:

3671 Waynoka Avenue
Memphis, TN 38111

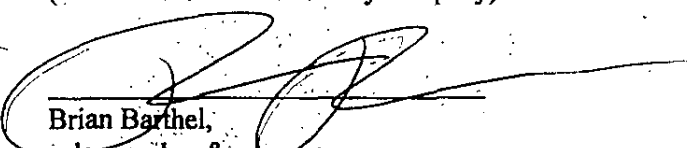
9. The surviving entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under F.S.A. §608.4351-608.4395.

IN WITNESS WHEREOF, the undersigned persons, constituting all of the members of ZOASOFT, LLC, a Florida limited liability company, and ZOASOFT, LLC, a Tennessee limited liability company, have executed and delivered this Certificate of Merger on this 28th day of September, 2010:

ZOASOFT, LLC
(a Florida limited liability company)


Brian Barthel,
sole member & manager

ZOASOFT, LLC
(a Tennessee limited liability company)


Brian Barthel,
sole member & manager

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

OF

ZOASOFT, LLC
(a Florida limited liability company)

INTO

ZOASOFT, LLC
(a Tennessee limited liability company)

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SECRETARY OF STATE

The undersigned Florida limited liability company, **ZOASOFT, LLC**, and Tennessee limited liability company, **ZOASOFT, LLC**, adopt the following Plan of Merger:

1. The name, jurisdiction and date of formation or organization of each constituent entity to the merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
ZOASOFT, LLC	Florida	July 9, 2009
ZOASOFT, LLC	Tennessee	September 28, 2010

2. The name, jurisdiction of organization and kind of entity that will survive the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Organization</u>	<u>Kind of Entity</u>
ZOASOFT, LLC	Tennessee	limited liability company

3. The terms and conditions of the merger are as follows:

(a) At the Effective Time (as hereinafter defined), ZOASOFT, LLC, a Florida limited liability company, (the "Target Entity") shall be merged with and into ZOASOFT, LLC, a Tennessee limited liability company, (the "Merger"), and ZOASOFT, LLC, a Tennessee limited liability company, shall survive the Merger as the Surviving Entity (the "Surviving Entity");

(b) At the Effective Time, the separate existence and organization of the Target Entity shall cease;

(c) The name of the Surviving Entity, "ZOASOFT, LLC," shall not be changed; and

(d) Title to all assets and properties, real, personal and mixed, tangible and intangible, owned by the Target Entity at the Effective Time of the Merger shall be vested in the Surviving Entity, at the Effective Time without reversion or impairment and without any further action by the Target Entity or the Surviving Entity, or any necessity to deliver any deeds or other instruments of conveyance; and all liabilities of the Target Entity shall become liabilities of the Surviving Entity at the Effective Time.

4. The manner and basis of exchanging the membership interests of the Target Entity for membership interests of the Surviving Entity are as follows:

All of the membership interests in ZOASOFT, LLC, a Florida limited liability company, shall be exchanged for membership interests in ZOASOFT, LLC, a Tennessee limited liability company, by exchanging each one percent (1%) interest in ZOASOFT, LLC, a Florida limited liability company, for a one percent (1%) interest in ZOASOFT, LLC, a Tennessee limited liability company.

5. The "Effective Time" of the Merger shall be the date and time the Certificate of Merger is filed with both the Tennessee Secretary of State and the Florida Secretary of State.

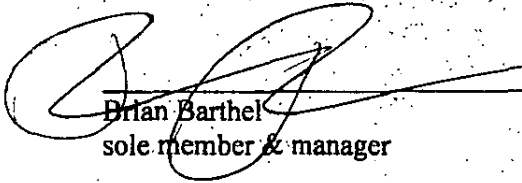
Dated: September 28, 2010

[Signature Page follows as Page 3.]

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TALLAHASSEE, FLORIDA

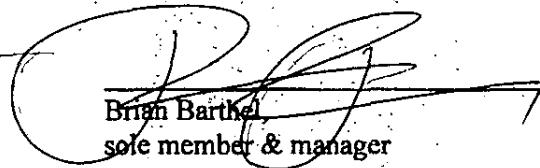
Signature Page to Plan of Merger of
ZOASOFT, LLC into ZOASOFT, LLC
Dated September 28, 2010

ZOASOFT, LLC
(a Florida limited liability company)



Brian Barthel
sole member & manager

ZOASOFT, LLC
(a Tennessee limited liability company)



Brian Barthel
sole member & manager

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