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TALLAHASSEE, FLORIDA

B. BOSTICK
MAR 22 2012
EXAMINER

FOLTZ MARTIN LLC

ATTORNEYS AT LAW

3525 PIEDMONT ROAD NE
5 PIEDMONT CENTER SUITE 750 ATLANTA GA 30305-1541
TELEPHONE 404-231-9397 / FACSIMILE 404-237-1659

March 19, 2012

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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12 MAR 21 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MobiDrives, LLC

Dear Sir/Madam:

Enclosed please find the Certificate of Merger for MobiDrives, LLC, a Florida limited liability company merging into MobiDrives, LLC, a Georgia limited liability company along with our check in the amount of \$80.00 to cover the filing and certified copy fees.

Please return the certified copy to me via the return prepaid Federal Express envelope provided. Please call me with any questions or if I may be of any further assistance.

Sincerely,

FOLTZ MARTIN, LLC

Cindy H. Landreau

Cindy H. Landreau
Legal Administrative Assistant

/chl

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MobiDrives, 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:

Jeffrey D. Cunningham

Contact Person

Foltz Martin, LLC

Firm/Company

3525 Piedmont Road, Building 5, Suite 750

Address

Atlanta, Georgia 30305

City, State and Zip Code

clandreau@foltzmartin.com

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

For further information concerning this matter, please call:

Cindy Landreau

Name of Contact Person

at (404)

231-9397

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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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER OF
MOBIDRIVES, LLC INTO
MOBIDRIVES, LLC**

L10000009691

This CERTIFICATE OF MERGER is made to evidence the merger by and between MOBIDRIVES LLC, a Florida limited liability company ("MobiDrives Florida"), and MOBIDRIVES LLC, a Georgia limited liability company ("MobiDrives Georgia"), in accordance with § 608.4382 of the Florida Limited Liability Company Act.

- (1) The plan of merger by and between MobiDrives Florida and MobiDrives Georgia included as Exhibit "A" to this Certificate of Merger has been approved by unanimous consent of each of MobiDrives Florida and MobiDrives Georgia.
- (2) No domestic partnership is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382(1)(c) of the Florida Limited Liability Company Act.
- (3) No domestic corporation is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382(1)(d) of the Florida Limited Liability Company Act.
- (4) No other business entity is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382 of the Florida Limited Liability Company Act.
- (5) The effective date of this merger shall be the date of filing of these Articles of Merger with the Florida Department of State.
- (6) The address of the principal office of the surviving entity is 2800 Peachtree Industrial Boulevard, Suite G, Duluth, Georgia 30097.
- (7) MobiDrives Georgia, the surviving entity, hereby appoints the Secretary of State of Florida 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 §§ 608.4351-608.43595 of the Florida Limited Liability Company Act. The Secretary of State of Florida may mail any notice to MobiDrives Georgia to the following address: 3525 Piedmont Road NE, Suite 5-750, Atlanta, Georgia 30305-1586.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Merger to be duly executed in its name this 19th day of March, 2012.

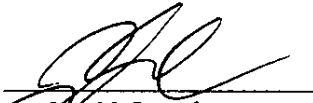
[Signatures including on following page]

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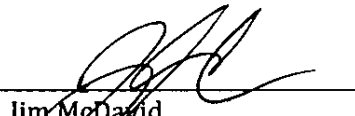
MOBIDRIVES, LLC,
a Georgia limited liability company

MEMBER:

The McDavid Group, LLC, a Georgia
limited liability company, its sole member

By: 
Name: Jim McDavid
Title: Manager

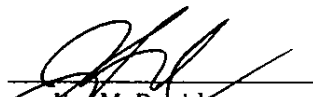
MANAGER:


Jim McDavid


MOBIDRIVES, LLC,
a Florida limited liability company

MEMBER:

The McDavid Group, LLC, a Georgia
limited liability company, its sole member

By: 
Name: Jim McDavid
Title: Manager

MANAGER:


Jim McDavid

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made and entered into this 19th day of March, 2012, by and between MOBIDRIVES, LLC, a Georgia limited liability company ("MobiDrives Georgia"), and MOBIDRIVES, LLC, a Florida limited liability company ("MobiDrives Florida"), said parties being hereinafter referred to sometimes as the "Constituent Parties".

WITNESSETH:

WHEREAS, MobiDrives Georgia is a limited liability company duly organized and validly existing under the laws of the State of Georgia;

WHEREAS, MobiDrives Florida is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Board, or sole member of the respective Constituent Parties have determined that it is advisable and for the benefit of each of the said Constituent Parties and their respective shareholders, members and/or managers that the Constituent Parties be merged, with MobiDrives Georgia remaining the surviving company ("Surviving Company"), in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida and the State of Georgia;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Parties have agreed, and hereby agree, as follows:

ARTICLE 1. **MERGER**

The terms of the merger are:

(a) MobiDrives Florida shall be merged into MobiDrives Georgia on the Effective Date, as defined below, in accordance with the statutory procedures set forth in the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act.

(b) MobiDrives Georgia shall be the surviving company and the company identity, existence, purposes, powers, franchises, rights, and immunities of MobiDrives Georgia shall continue unaffected and unimpaired by the merger. The Certificate of Organization and the Operating Agreement of McDavid Georgia shall remain in effect as the Certificate of Organization and the Operating Agreement of the surviving company. The duly qualified and acting managers of MobiDrives Georgia immediately prior to the Effective Date shall be the managers of the Surviving Company.

(c) All rights of creditors and all liens upon any property of MobiDrives Florida shall be preserved unimpaired, and all debts, liabilities, and duties of MobiDrives Florida shall be enforceable against MobiDrives Georgia.

(d) The separate existence of MobiDrives Florida, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Parties shall become a single limited liability company.

(e) The assets, liabilities and net worth accounts of MobiDrives Florida shall be taken up on the books of MobiDrives Georgia as at the Effective Date in the amounts at which they shall then be carried on the books of MobiDrives Georgia, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

(f) All company acts, plans, policies, approvals and authorizations of MobiDrives Florida, its members, managers, shareholders, and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of MobiDrives Georgia, and shall be as effective and binding thereon as the same were with respect to MobiDrives Florida.

(g) The name of the surviving corporation shall be "MobiDrives, LLC"

ARTICLE 2.
SERVICE OF PROCESS: REGISTERED AGENT

MobiDrives Georgia may be sued and served with process in any proceeding for the enforcement of any obligation of MobiDrives Florida. The registered office of MobiDrives Georgia is 3525 Piedmont Road NE, Building 5, Suite 750, Atlanta, Georgia 30305. The name of its registered agent at such address is Jeffrey D. Cunningham.

ARTICLE 3.
EFFECTING MERGER

The mode of carrying the merger into effect and the manner and basis of converting the membership interest of MobiDrives Florida into the membership interest of MobiDrives Georgia shall be as follows:

(a) Each issued and outstanding membership interest of MobiDrives Florida owned by a member of MobiDrives Florida shall, by virtue of the merger and without any action on the part of the member thereof, be converted into the membership interest of MobiDrives Georgia.

(c) To the extent required by applicable law, each member of MobiDrives Georgia will represent and warrant to MobiDrives Georgia that he, she or it is acquiring the membership interest in MobiDrives Georgia for his, her or its own account and that he, she or it will not resell the membership interest in MobiDrives Georgia unless pursuant to an offering registered under applicable federal and state securities laws or otherwise in compliance with or exempt therefrom.

(d) This Agreement shall be submitted for approval to the members or Boards of the respective Constituent Parties as provided by the applicable laws of the State of Florida and the State of Georgia. There shall be required for the adoption of this Agreement as to each of the Constituent Parties, the affirmative vote of the sole member of MobiDrives Florida.

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TALLAHASSEE, FLORIDA

(e) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Parties or their shareholders or members, as applicable.

ARTICLE 4. EFFECTIVE DATE

The merger shall become effective upon the date of filing of these Articles of Merger with the Georgia Secretary of State ("Effective Date"). If at any time before the Effective Date, a Constituent Party notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Party shall file no Articles of Merger or Certificate of Merger with the Florida Secretary of State or the Georgia Secretary of State, or if any such Articles of Merger or Certificate of Merger shall have been filed, the Constituent Parties shall take any necessary steps to rescind such filing.


[Signatures contained on following page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOBIDRIVES, LLC,
a Georgia limited liability company

MEMBER:

The McDavid Group, LLC, a Georgia
limited liability company, its sole member

By: 
Name: Jim McDavid
Title: Manager

MANAGER:


Jim McDavid

MOBIDRIVES, LLC,
a Florida limited liability company

MEMBER:

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By: 
Name: Jim McDavid
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