

L10000014892

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gecko Colorado Holdings, 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:

David A. Holmes, Esquire

Contact Person

Farr Law Firm

Firm/Company

99 Nesbit Street

Address

Punta Gorda, FL 33950

City, State and Zip Code

dholmes@farr.com

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

For further information concerning this matter, please call:

Barbara Lockhart

Name of Contact Person

at (941) 6391158 ext. 275

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF MERGER

THE FOLLOWING Certificate of Merger are submitted in accordance with Section 608.4382, Florida Statutes.

ARTICLE I

The exact name and jurisdiction of the Merging Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
HM VENTURES, LLC Document No.L05000013848	FLORIDA

ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
GECKO COLORADO HOLDINGS, LLC Document No. L10000014892	FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the provisions of Chapter 608, Florida Statutes. All of the members of the Surviving Entity and the Merging Entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the Surviving Entity or the Merging Entity.


ARTICLE V

The effective date of this merger shall be the date of filing of this Certificate of Merger with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, these Articles of Merger are executed this 19th day of December, 2012.

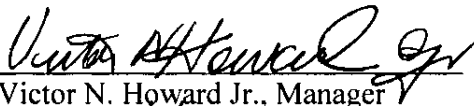
SURVIVING ENTITY:

GECKO COLORADO HOLDINGS, LLC
a Florida limited liability company


Victor N. Howard Jr., Manager
Dated: 12/19/12

MERGING ENTITY:

HM VENTURES, LLC
a Florida limited liability company


Victor N. Howard Jr., Manager
Dated: 12/19/12

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER is submitted to merge the following Florida Limited Liability Companies in accordance with s.608.4382, Florida Statutes.

RECITALS:

WHEREAS, HM VENTURES, LLC, a Florida limited liability company (Document Number L05000013848) (the "Merging Entity") desires to merge with and into GECKO COLORADO HOLDINGS, LLC (Document Number L10000014892) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity and the Merging Entity have determined that it is advisable that the Merging Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each entity that is a party to the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
HM Ventures, LLC Document No. L05000013848 (Merging entity)	FLORIDA
Gecko Colorado Holdings, LLC Document No. L10000014892 (Surviving entity)	FLORIDA

ARTICLE II

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be the date of filing the Certificate of Merger with the Florida Secretary of State.
2. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity. The separate existence of the Merging Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity.

5. The unit ownership of the Merging Entity shall cease to exist on the Effective Date of the merger, and the unit ownership of the Surviving Entity shall continue unchanged.

ARTICLE III

The name and address of the Manager of the Surviving Entity is:

Victor N. Howard Jr.
99 Blvd. of the Arts, #1502
Sarasota, FL 34286

19th IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this
day of December, 2012.

SURVIVING ENTITY:

GECKO COLORADO HOLDINGS, a Florida
limited liability company


VICTOR N. HOWARD JR., Manager

Dated: 12/19/12

MERGING ENTITY:

HM VENTURES, LLC, a Florida
limited liability company


VICTOR N. HOWARD JR., Manager

Dated: 12/19/12