

L1000000092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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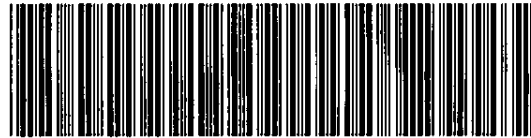
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**EXAMINER**



300186828953

10/25/10--01008--018 \*\*78.75

01/18/11--01002--002 \*\*1.25

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Bank of America Financial Center  
601 W. Riverside, Suite 1900  
Spokane, Washington 99201-0695

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*Winston & Cashatt*  
L A W Y E R S

*A Professional Service Corporation*

*Winston & Cashatt has offices in Spokane, Washington  
and Coeur d'Alene, Idaho*

January 7, 2011

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

**Re: Gladiator Innovations, LLC**

Dear Sir/Madam:

Enclosed for filing please find an *original* Certificate of Merger for the above-referenced Florida limited liability company.

Please file the original Certificate of Merger, certify the copy and return to me as soon as possible.

Should you have any questions or concerns please feel free to contact the undersigned at your earliest convenience.

Very truly yours,



CHRISTY A. RISLEY  
Paralegal to DONALD J. GARY, JR.,  
and JEFFREY A. HERBSTER

CAR:car

218557

C. Matthew Andersen *ID*  
Beverly L. Anderson  
Courtney R. Beaudoin *ID*  
Robert P. Beschel  
Kevin H. Breck *MT*  
Richard L. Cease  
Patrick J. Cronin *ID*  
Kevin J. Curtis *CA*  
Greg M. Devlin *ID*  
Stephen L. Farnell

David P. Gardner *MT*  
Donald J. Gary, Jr. *CA ID*  
Jeffrey A. Herbster *ID*  
Tim M. Higgins  
Michael T. Howard *ID*  
Carl E. Hueber *ID*  
Nancy L. Isserlis *ID*  
Collette C. Leland  
Casey L. Lund  
Brian T. McGinn *ID*

Kammi Mencke Smith *ID*  
Sean F. O'Quinn  
Fred C. Pflanz  
Lynden O. Rasmussen  
James E. Reed  
Richard W. Relyea  
Elizabeth A. Tellessen *ID*  
Lawrence H. Vance, Jr. *ID*  
Lucinda S. Whaley  
Meriwether D. Williams *ID WY*

Ryan D. Yahne *ID CA*

*Retired*  
James P. Connelly  
Leo J. Driscoll  
Leo N. Cashatt *1910-1977*  
Joseph J. Rekofke *1921-1997*  
Patrick H. Winston *1904-1996*

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GLADIATOR INNOVATIONS, LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

CHRISTY A. RISLEY

Contact Person

WINSTON & CASHATT, LAWYERS

Firm/Company

601 W. RIVERSIDE AVE. STE. 1900

Address

SPOKANE, WA 99201

City, State and Zip Code

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

For further information concerning this matter, please call:

DON GARY

Name of Contact Person

at ( 509 )

838-6131  
Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**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**  
**Florida Statutes § 608.4382**

On July 28, 2010, Gladiator Innovations, LLC, a Florida limited liability company (the "**Company**") and QualiTest Technologies, Inc., a Florida corporation ("**QualiTest**"), and all of the shareholders of QualiTest (the "**QualiTest Shareholders**") entered into a Plan of Merger.

The manager and members of the Company unanimously approved the Plan of Merger on July 28, 2010, pursuant to Section 608.4381 of the Florida Statutes and the Company's Operating Agreement. [§608.4382(b)]

The Plan of Merger was approved by the Board of Directors of QualiTest on August 11, 2010, pursuant to Section 607.0821 of the Florida Statutes and QualiTest's Articles of Incorporation. Shareholder approval was not required. [§608.4382(d)]

Pursuant to the Plan of Merger, the QualiTest Shareholders exchanged 100% of the issued and outstanding shares of common stock of QualiTest for membership interests of the Company.

The entire Plan of Merger is on file at the registered office of the Company.

**SIGNATURES**

Named of Acquired Entity:

QualiTest Technologies, Inc.

By: 

Kamran Kashi, President

Date: December 22, 2010

Named of Surviving Entity:

Gladiator Innovations, LLC

By: 

Kamran Kashi, Manager

Date: December 22, 2010

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TALLAHASSEE, FLORIDA

**ARTICLES OF SHARE EXCHANGE  
PURSUANT TO SECTION 607.1105  
OF THE FLORIDA STATUTES**

On July 28, 2010, Gladiator Innovations, LLC, a Florida limited liability company (the "**Company**") and QualiTest Technologies, Inc., a Florida corporation ("**QualiTest**"), and all of the shareholders of QualiTest (the "**QualiTest Shareholders**") entered into a Share Exchange Agreement (the "**Exchange Agreement**").

The manager and members of the Company unanimously approved the Exchange Agreement on July 28, 2010, pursuant to the Florida Statutes and the Company's Operating Agreement.

The Exchange Agreement was approved by the Board of Directors of QualiTest on August 11, 2010, pursuant to the Florida Statutes and QualiTest's Articles of Incorporation. Shareholder approval was not required.

Pursuant to the Exchange Agreement, the QualiTest Shareholders exchanged 128 shares representing 100% of the issued and outstanding shares of common stock of QualiTest for 128 membership units of the Company.

The participation of QualiTest in and in connection with the Exchange Agreement was duly authorized by the President of QualiTest.

The entire Exchange Agreement is on file at the registered office of the Company.

**SIGNATURES**

Named of Acquired Entity:

**QualiTest Technologies, Inc.**

By: 

Kamran Kashi, President

Date: 10/08/2010

Named of Acquiring Entity:

**Gladiator Innovations, LLC**

By: 

Kamran Kashi, Manager

Date: 10/08/2010

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**PLAN OF MERGER  
PURSUANT TO SECTION 608.438(3)  
OF THE FLORIDA STATUTES**

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11 JAN 18 PM 3:45  
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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>
Gladiator Innovations, LLC	Florida	Limited Liability Company
QualiTest Technologies, Inc.	Florida	Corporation

**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>
Gladiator Innovations, LLC	Florida	Limited Liability Company

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

Pursuant to the approval of all of the Members of Gladiator Innovations, LLC (the "LLC") and the approval of all of the shareholders of QualiTest Technologies, Inc. (the "Corporation"), the Corporation will be merged into and become part of the LLC. The shareholders of the Corporation will surrender all of their shares of stock in the corporation, being 128 shares, in exchange for 128 membership interest units in the LLC. Following the merger, the LLC will be the surviving entity and each of the shareholders of the Corporation will be members of the LLC.

**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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

The shareholders of the Corporation and the members of the LLC are identical. Based on the unanimous vote of the shareholders and members, the LLC issued one membership interest unit for each share of stock acquired in the merger. Following the merger, the members of the LLC will be identical to the former shareholders of the Corporation and will own the same proportionate interests in the LLC as they previously owned in the Corporation.

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:

No shareholder of the Corporation had any rights to acquire any additional shares, obligations or other securities. Each shareholder was the owner of common stock of the Corporation. No member of the LLC has any right to acquire any additional interests, obligations or other securities of the LLC. The merger is a straight merger of the Corporation into the LLC on a 1:1 basis with no additional rights or obligations on the part of the LLC.

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

The merger has been approved by the unanimous vote of the all of the shareholders of QualiTest Technologies, Inc.


The merger has been approved by a vote of the manager and of all of the members of Gladiator Innovations, LLC.

### SIGNATURES

Named of Acquired Entity:

QualiTest Technologies, Inc.

By:

  
Kamran Kashi, President

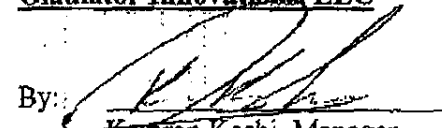
Date:

July 9, 2010

Named of Acquiring Entity:

Gladiator Innovations, LLC

By:

  
Kamran Kashi, Manager

Date:

July 9, 2010

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