

09/14/2011 15:48 VCDP

(FAX) 845 818 3588

P.001/007

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6360

From:

Account Name : VCORP SERVICES, LLC
Account Number : I20080000067
Phone : (845) 425-0077
Fax Number : (845) 818-3588

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Grubster LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 SEP 14 PM 2:57

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Corporate Filing Menu

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SEP 15 2011

9/14/2011

EXAMINER

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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>
YOLO, LLC	Florida	LLC
Grubster LLC	Delaware	LLC

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>
Grubster LLC	Delaware	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Vcorp Services, LLC

1811 Silverside Road

Wilmington, Delaware 19810

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: c/o Jonathan Shapiro

77 Park Ave #505

Hoboken, New Jersey 07030

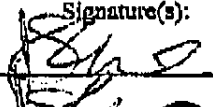
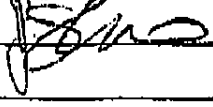
Mailing address: c/o Jonathan Shapiro

77 Park Ave #505

Hoboken, New Jersey 07030

b.) 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 entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
YOLO, LLC		Jonathan Shapiro, Member
Grubster LLC		Jonathan Shapiro, Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signatures of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

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>
YOLO, LLC	Florida	LLC
Grubster LLC	Delaware	LLC

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>
Grubster LLC	Delaware	LLC

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

Jonathan Shapiro controlled ninety (90%) percent and Andrew Shapiro controlled ten (10%) percent of Yolo LLC. Such terms shall survive the merger, and Jonathan Shapiro shall control ninety (90%) percent and Andrew Shapiro shall control ten (10%) percent of the surviving entity, Grubster LLC.

(Attach additional sheet if necessary)

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

All of the rights and obligations of the parties in connection with Yolo LLC shall
survive the merger and remain in full force and effect under the surviving entity,
Grubster, LLC.

(Attach additional sheet if necessary)

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:

All of the rights and obligations of the parties in connection with Yolo LLC shall
survive the merger and remain in full force and effect under the surviving entity,
Grubster, LLC.

(Attach additional sheet if necessary)

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(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

liability company which is to merge.

liability company, on request and without cost, to any member of any limited

A copy of the agreement of merger will be furnished by the surviving limited

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