

L11000029860

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(Business Entity Name)

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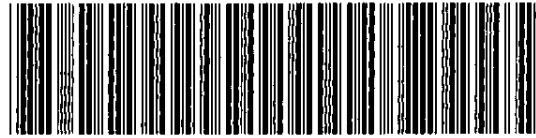
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EXAMINER



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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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March 24, 2011

RICKY SOTO
CORPDIRECT AGENTS
TALLAHASSEE, FL

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

3/23/11

SUBJECT: SONG TECHNOLOGIES LLC
Ref. Number: L11000029860

We have received your document for SONG TECHNOLOGIES LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The documents are presently signed by SONG TECHNOLOGIES LLC, the surviving Florida LLC. They must also be signed by SONG TECHNOLOGIES LLC, the disappearing Washington LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 811A00007147

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

3/23/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

3/23/11

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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CONTACT: RICKY SOTO

DATE: 03/23/2011

REF. #: 010001.145155

CORP. NAME: SONG TECHNOLOGIES, LLC (a Washington LLC) merging into SONG TECHNOLOGIES, LLC (a Florida LLC)

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION
 OTHER:

STATE FEES PREPAID WITH CHECK# 539072 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

Examiner's Initials

CERTIFICATE OF MERGER
OF
SONG TECHNOLOGIES LLC,
a Florida limited liability company,
AND
SONG TECHNOLOGIES LLC,
a Washington limited liability company

(Fla. Stat. § 608.4382)

Pursuant to the provisions of the Fla. Stat. §608.4382, the undersigned limited liability company hereby submits this Certificate of Merger for filing for the purpose of merging SONG TECHNOLOGIES LLC, a Washington limited liability company ("Disappearing LLC"), with and into SONG TECHNOLOGIES LLC, a Florida limited liability company ("Surviving LLC").

ARTICLE I
Plan of Merger

The Plan of Merger of Disappearing LLC into Surviving LLC is as follows:

1. *Agreement to Merge.* Disappearing LLC shall merge with and into Acquiring LLC pursuant to RCW §25.15.415 and Fla. Stat. §608.438. Acquiring LLC shall be the surviving entity in such merger. Each of the Disappearing LLC and the Acquiring shall cause the filing of Articles of Merger with the Secretary of State of Washington and the Department of State of Florida as soon as practicable.

2. *Effective Date of Merger.* The merger shall be effective on the date that a Certificate of Merger and Articles of Merger are filed under applicable laws, as described in paragraph 1 of this Agreement.

3. *Terms and Conditions of Merger.* On the effective date of the merger, the following shall occur by operation of law and without the need for further action by any person:

(1) *Each of limited liability companies that is party to the merger merges into the Surviving LLC and the separate existence of each limited liability company that is a party to the merger, except Surviving LLC, ceases.*

(2) *The title to all real estate and other property, or any interest therein, owned by each limited liability company that is a party to the merger is vested in Surviving LLC without reversion or impairment by reason of Fla. Stat. §§608.401 to 608.705.*

(3) *Surviving LLC shall thereafter be responsible and liable for all the liabilities and obligations of each limited liability company that is a party to the*

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merger, including liabilities arising out of the appraisal rights under Fla. Stat. §§ 608.4351-608.43595 with respect the merger under applicable law.

(4) Any claim existing or action or proceeding pending by or against any limited liability company that is a party to the merger may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the limited liability company that ceased existence.

(5) Neither the rights of creditors nor any liens upon the property of any limited liability company that is a party to the merger shall be impaired by the merger.

(6) The Articles of Organization and the Operating Agreement of the Surviving LLC in effect immediately prior to the time the merger becomes effective shall be the Articles of Organization and the Operating Agreement of the Surviving LLC.

(7) The membership interests, and the rights to acquire membership interests, of each limited liability company that is a party to the merger shall be converted into membership interests, or rights to acquire membership interests, of Surviving LLC as provided herein below; and the former members of each limited liability company merging into Surviving LLC shall be entitled only to the rights provided in this Agreement and to their appraisal rights, if any, under Fla. Stat. §§ 608.4351-608.43595, or other applicable law.

4. Manner and Basis of Membership Interests. On the effective date of the merger, all membership interests in Disappearing LLC shall be converted into a like percentage membership interest in Surviving LLC.

5. Name. The name of Surviving LLC shall be "Song Technologies LLC"

6. Principal Office. The address of the principal office of Surviving LLC shall be 1818 Alqua Lakes Blvd., Longwood, Florida 32779.

7. Governing Law. The laws of the State of Florida shall govern Surviving LLC.

8. Accounting. The assets and liabilities of Disappearing LLC and Acquiring LLC as of the effective date of the merger shall be taken up on the books of Surviving LLC at the amounts at which they are carried at that time on the respective books of each of Disappearing LLC and Acquiring LLC.

9. Manager. The Manager of Acquiring LLC immediately before the merger shall be the Manager of Surviving LLC, until he is removed, resigns or is otherwise unwilling or unable to so serve.

10. *Approvals.* This Agreement shall be submitted to the sole Member of Disappearing LLC and Acquiring LLC for his approval in the manner provided under RCW § 25.15.400 and Fla. Stat. § 608.438.

11. *Certificate of Merger.* After approval by all votes entitled to be cast on this Plan, Acquiring LLC shall cause a Certificate of Merger, which shall be substantially in the form of attached EXHIBIT A, to be delivered for filing to the office of the Department of State of Florida, as required by Fla. Stat. § 608.4382, and to the office of the Secretary of State of Washington, as required by RCW § 25.15.405.

12. *Rights of Dissenting Members.* Any member of Disappearing LLC who has the right to dissent from this merger as provided in RCW §§ 25.15.425 to 25.15.480 and, and who so dissents in accordance with the requirements set forth therein, shall be entitled to receive payment of the fair value of such members interest in Disappearing LLC, as provided in RCW § 25.15.430.

13. *Termination of Merger.* This merger may be abandoned at any time prior to the filing of Articles of Merger with the Department of State of Florida, upon a vote of all the members both Disappearing LLC and Surviving LLC. If the merger is terminated, there shall be no liability on the part of either such limited liability company, their managers or members.

ARTICLE II Approvals

1. The merger was duly approved by each limited liability company that is a party to the merger in accordance with applicable provisions of Fla. Stat. §§608-401 to 608.705.

2. The merger was duly approved by each other business entity that is party to the merger in accordance with the applicable law of the state under which such other business entity is formed, organized, or incorporated.

[SIGNATURE PAGE TO FOLLOW]

ARTICLE III
Effective Date of Merger

The effective date of the merger shall be the date on which is Certificate of Merger is filed by the Department of State of Florida.

DATED: March 22, 2011

SONG TECHNOLOGIES LLC,
a Florida limited liability company

By: 

Aaron Song
Its Manager

SONG TECHNOLOGIES LLC,
a Washington limited liability company

By: 

Aaron Song
Its Manager