

L110000029860

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

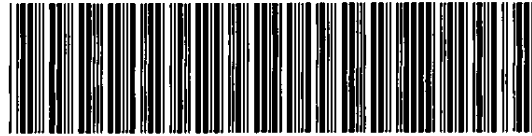
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000210105900

07/20/11--01001--005 \*\*50.00

RECEIVED  
11 JUL 19 PM 2:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED

FILED  
11 JUL 19 PM 3:40  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED

HAMPTON

JUL 19 2011

EXAMINER

**CORPORATE  
ACCESS,  
INC.**

*"When you need ACCESS to the world"*

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP: 7-19-11

- CERTIFIED COPY \_\_\_\_\_
- PHOTOCOPY \_\_\_\_\_
- CUS \_\_\_\_\_
- FILING Merger

1. Song Technologies LLC  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

FILED

11 JUL 19 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Florida limited liability company ("Disappearing LLC"), with and into SONG TECHNOLOGIES LLC, a Washington 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. The Disappearing LLC shall cause the filing of a Certificate of Merger with the Department of State of Florida, and the Acquiring LLC shall cause the filing of Articles of Merger with the Secretary of State of Washington 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 RCW § 25.15.395 to 25.15.415.

(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

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 Certificate of Formation and the Operating Agreement of the Surviving LLC in effect immediately prior to the time the merger becomes effective shall be the Certificate of Formation 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 7214 - 134th Ct SE, New Castle, Washington 98059.

7. *Governing Law.* The laws of the State of Washington 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. *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.

10. *Certificate of Merger and Articles of Merger.* After approval by all votes entitled to be cast on this Plan, Acquiring LLC shall cause a duly executed Certificate of Merger, which shall be substantially in the form of attached Exhibit A, to be

SECRETARY OF STATE  
11 JUL 19 PM 3:40  
FILED

delivered for filing to the office of the Department of State of Florida, as required by Fla. Stat. § 608.4382, and duly executed Articles of Merger, which shall be substantially in the form of attached Exhibit B, to be delivered for filing to the office of the Secretary of State of Washington, as required by RCW § 25.15.405.

11. *Rights of Dissenting Members.* Any member of Disappearing LLC who has the right to dissent from this merger as provided in Fla. Stat. §§ 608.4351 to 608.4395 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 Fla. Stat. § 608.4352.

12. *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.

## 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.

## ARTICLE IV Service of Process

Disappearing LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce the obligations of Disappearing LLC, including any appraisal rights of its sole member under Fla. Stat. §§ 608.4351 to 52 to 608.43595. The street and mailing address of Disappearing LLC, which the Department of State may use for purposes of service of process under Fla. Stat. § 48.181 is c/o G & D, Inc., 2801 Alaskan Way, Suite 300, Seattle, Washington 98121.

ARTICLE V  
Appraisal Rights

Surviving LLC agrees to pay to any member with appraisal rights, the amount to which such member is entitled to receive under §§ 608.4351 to 608.43595.

[SIGNATURE PAGE TO FOLLOW]

**FILED**  
11 JUL 19 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

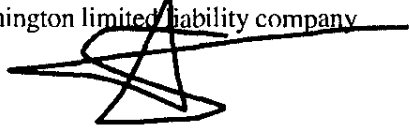
DATED: 7/18/11, 2011

SONG TECHNOLOGIES LLC,  
a Florida limited liability company



By: \_\_\_\_\_  
Aaron Song  
Its Sole Member

SONG TECHNOLOGIES LLC,  
a Washington limited liability company



By: \_\_\_\_\_  
Aaron Song  
Its Sole Member

**FILED**  
11 JUL 19 PM 3:40  
SECRETARY OF STATE  
HALLANDALE BEACH, FLORIDA