

L11000040868

(Requestor's Name)

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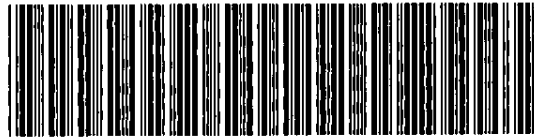
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2011 OCT 19 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

OCT 19 2011

EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: **RICKY SOTO**

DATE: **10/19/2011**

REF. #: **002083.155859**

CORP. NAME: **PLAYERGRID INC (a NY corporation) merging into PLAYERGRID LLC (a FL 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# **541926** **FOR \$** **90.00**

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Playergrid Inc.	New York	Corporation
Playergrid LLC L11000040868	Florida	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>
L11000040868 Playergrid LLC	Florida	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:

Playgrid LLC

1301 E. Broward Boulevard, Suite 330

Fort Lauderdale, FL 33301

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: _____

Mailing address: _____

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TALLAHASSEE, FLORIDA

b.) Appoint 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 and all rights of its members under ss. 605.4351-605.43505, Florida Statutes.

NINETEEN: Signatures for Each Party:

Name of Entity/Organization:

Signature of:

Typed or Printed
Name of Individual

Playground Inc.

KEVIN DOYLE

Playground LLC

CLAUDIO PAVARDO

Conventions:

Chairman, Vice Chairman, President or Officer

(If no director is named, signature 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.

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$32.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy Fee:</u>	\$30.00
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TALLAHASSEE, FLORIDA

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>
Playergrid Inc.	New York	Corporation
Playergrid LLC	Florida	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>
Playergrid LLC	Florida	LLC

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

To merge the New York corporation into the Florida LLC and have the Florida LLC be the surviving entity. All rights, title and interest of PLAYERGRID INC. IS HEREBY ASSIGNED TO CLAUDIO BALLARD.
IN ADDITION, SO WITH ALL REAL, PERSONAL AND MIXED PROPERTY.
CLAUDIO BALLARD WILL ASSUME ALL LIABILITIES AND OBLIGATIONS.
THERE ARE NO CREDITORS OR LIENS ASSOCIATED WITH CORPORATION
THAT WILL NEED TO BE ADDRESSED BY EXISTING LLC.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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 SHARES OF STOCK WILL EVENTUALLY BE CONVERTED INTO
MEMBERSHIP UNITS IN THE SURVIVING 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

THIS WILL BE DETERMINED AT A LATER DATE BY INTERESTED
PARTIES

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)