

L11000074011

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TALLAHASSEE, FLORIDA

W. C. C. JUN 30 2011

BOND SCHOENECK & KING

4001 Tamiami Trail North, Suite 250 | Naples, FL 34103-3555 | bsk.com

ADAM C. KERLEK
akerlek@bsk.com
P: (239) 659-3875
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June 27, 2011

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: *Certificate of Merger*
MICROQUANT, LLC, a Florida limited liability company (Document #L11000074011)

To Whom It May Concern:

The enclosed Certificate of Merger and fee in the amount of \$50.00 payable to the "Florida Department of State" are submitted for filing.

Please return all correspondence concerning this matter to:

Adam C. Kerlek, Esq.
Bond, Schoeneck & King, PLLC
4001 Tamiami Trail N, Suite 250
Naples, FL 34103
Phone: (239) 659-3875
Fax: (239) 659-3812
E-mail address: akerlek@bsk.com

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Sincerely,

BOND, SCHOENECK & KING, PLLC


Adam C. Kerlek

Enclosures

cc: Gary L. Knutsen

CERTIFICATE OF MERGER
OF
MICROQUANT, LLC,
a Texas limited liability company
WITH AND INTO
MICROQUANT, LLC,
a Florida limited liability company

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TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act and the Texas Business Organizations Code, the undersigned limited liability companies, MICROQUANT, LLC (a Texas limited liability company organized on April 9, 2010 Document #0801254409) and MICROQUANT, LLC (a Florida limited liability company organized on June 24, 2011, Document # L11000074011), adopt this Certificate of Merger for the purpose of merging MICROQUANT, LLC (a Texas limited liability company) with and into MICROQUANT, LLC (a Florida limited liability company).

1. The names, jurisdictions and form of the two (2) merging limited liability companies (the "Constituent LLC Organizations") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>File Number:</u>
MicroQuant, LLC 1415 Panther Lane, Suite 364, Naples, FL 34109	Florida	Limited Liability Company	
MicroQuant, LLC 1515 Carol Ln, Wichita Falls, TX 76302-2005	Texas	Limited Liability Company	0801254409

2. The name, jurisdiction and form of the surviving limited liability company (the "Surviving LLC Organization") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>File Number:</u>
MicroQuant, LLC 1415 Panther Lane, Suite 364, Naples, FL 34109	Florida	Limited Liability Company	<u>L11-74011</u>

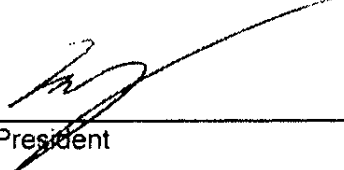
3. The attached Plan of Merger dated June 24, 2011, which sets forth the terms and conditions for merging the Constituent LLC Organizations with and into the Surviving LLC Organization, was approved by written consent of the Constituent LLC Organizations and the Surviving LLC Organization in accordance with the applicable provisions of Chapters 608, Florida Statutes and Chapter 10, Texas Business Organizations Code.
4. The merger is effective as of the date and time this Certificate of Merger is filed with the State.
5. No amendments to the Articles of Organization of the Surviving LLC Organization are effected by the merger.

6. In lieu of providing any tax certificate required in the state of Texas, the Surviving LLC Organization will be liable for the payment of the required franchise taxes.

IN WITNESS WHEREOF, the undersigned Constituent LLC Organizations and Surviving LLC Organization have executed this Certificate of Merger on this 17 day of June, 2011. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Florida Limited Liability Company Act, the Texas Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

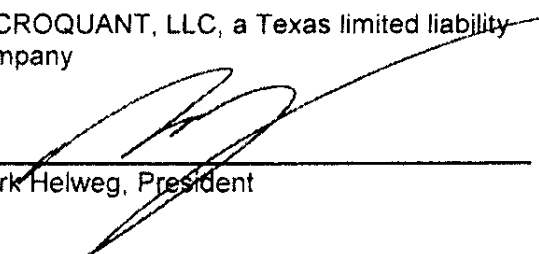
CONSTITUENT LLC ORGANIZATIONS:

MICROQUANT, LLC, a Florida limited liability company



Mark Helweg, President

MICROQUANT, LLC, a Texas limited liability company



Mark Helweg, President

SURVIVING LLC ORGANIZATION:

MICROQUANT, LLC, a Florida limited liability company



Mark Helweg, President

PLAN OF MERGER
OF
MICROQUANT, LLC,
a Texas limited liability company
WITH AND INTO
MICROQUANT, LLC,
a Florida limited liability company

This sets forth the terms of a Plan of Merger (this "Plan of Merger") adopted and submitted by undersigned companies, MICROQUANT, LLC (a Texas limited liability company organized on April 9, 2010 Document #0801254409) and MICROQUANT, LLC (a Florida limited liability company organized on June 29, 2011, Document # L11000074611) in accordance with the applicable provisions of Chapters 608, Florida Statutes, Chapter 10, Texas Business Organizations Code, and Section 708 of the Internal Revenue Code.

1. The names, jurisdictions and form of the two (2) merging limited liability companies (the "Constituent LLC Organizations") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>File Number:</u>
MicroQuant, LLC 1415 Panther Lane, Suite 364, Naples, FL 34109	Florida	Limited Liability Company	L11000074011
MicroQuant, LLC 1515 Carol Ln, Wichita Falls, TX 76302-2005	Texas	Limited Liability Company	0801254409

2. The name, jurisdiction and form of the surviving limited liability company (the "Surviving LLC Organization") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>File Number:</u>
MicroQuant, LLC 1415 Panther Lane, Suite 364, Naples, FL 34109	Florida	Limited Liability Company	L11000074011

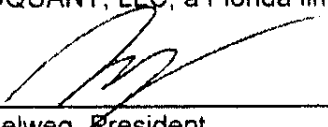
3. The merger of the Constituent LLC Organizations with and into the Surviving LLC Organization is a mere change in the jurisdiction of the MicroQuant, LLC entity. Pursuant to IRC Sec. 708, the Florida Surviving LLC Organization shall be deemed to be a continuation of the premerger Texas Constituent LLC Organization. The owners of MicroQuant, LLC (Texas) and MicroQuant, LLC (Florida) shall be the same members in the same proportions. Upon filing the Certificate of Merger with the State of Texas and the Certificate of Merger with the State of Florida, all of the membership interests in MicroQuant, LLC (Texas) held by the members of MicroQuant, LLC (Texas) shall be converted into the equivalent membership interests in MicroQuant (Florida). The Surviving LLC Organization shall retain the federal tax identification number, accounting methods, and elections of the continuing LLC.

4. The merger of the Constituent LLC Organizations into the Surviving LLC Organization shall be effective as of the date and time the Certificate of Merger is filed with the Department of State (the "Effective Date").
5. At the Effective Date, the Surviving LLC Organization, without further transfer, succeeds to and possesses all of the rights, privileges and powers of the Constituent LLC Organizations, and all of the assets and property of whatever kind and character of the Constituent LLC Organizations shall vest in the Surviving LLC Organization without further act or deed; thereafter, the Surviving LLC Organization, shall be liable for all of the liabilities and obligations of the Constituent LLC Organizations, and any claim or judgment against the Constituent LLC Organizations may be enforced against the Surviving LLC Organization.
6. The foregoing Plan of Merger was duly and unanimously adopted by the members of MicroQuant, LLC (Texas) and MicroQuant, LLP (Florida) by written consent in lieu of a Special Meeting dated June 14, 2011.

IN WITNESS WHEREOF, the undersigned Constituent LLC Organizations and Surviving LLC Organization have executed this Plan of Merger on this 14 day of June, 2011.

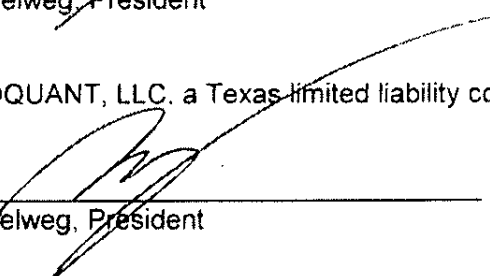
CONSTITUENT LLC ORGANIZATIONS:

MICROQUANT, LLC, a Florida limited liability company



Mark Helweg, President

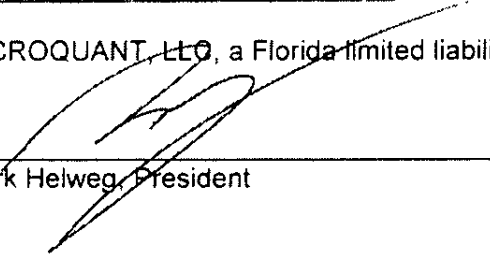
MICROQUANT, LLC, a Texas limited liability company



Mark Helweg, President

SURVIVING LLC ORGANIZATION:

MICROQUANT, LLC, a Florida limited liability company



Mark Helweg, President

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