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06/04/14--01002--015 **105.00

merge

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2014 JUN -3 PM 4:57

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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14 JUN -3 PM 4:14

CLERK OF DISTRICT COURT

DR
6/14/14

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

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 6/03/14

REF. #:

CORP. NAME: PRO NUTRA, LLC, NUTRITIONAL SPORTS MANAGEMENT, LLC merging into:
IMAGE SPORTS, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 10000735 **FOR \$** 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER
OF
PRO NUTRA, LLC
AND
NUTRITIONAL SPORTS MANAGEMENT, LLC
WITH AND INTO
IMAGE SPORTS, LLC

FILED
2014 JUN -3 PM 4:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies in accordance with Section 605.1025 of the Florida Statutes.

FIRST: THE MERGING PARTIES

The exact name, form/entity type, and jurisdiction for each merging party (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pro Nutra, LLC	Florida	Limited Liability Company
Nutritional Sports Management, LLC	Florida	Limited Liability Company

SECOND: THE SURVIVING PARTY

The exact name, form/entity type, and jurisdiction of the surviving party (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Image Sports, LLC	Florida	Limited Liability Company

THIRD: The Merging Companies are hereby merged with and into the Surviving Company and the separate existence of the Merging Companies shall cease. The Surviving Company is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit 1 and made a part hereof by reference as if fully set forth herein. The merger was approved by the Merging Companies in accordance with Sections 605.1021 - 605.1026 of the Florida Statutes.

FOURTH: The Surviving Company has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Section 605.1006 and Sections 605.1061 - 605.1172.

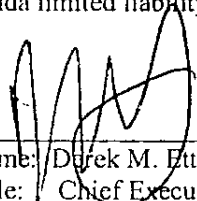
FIFTH: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

[Signatures on the next page]

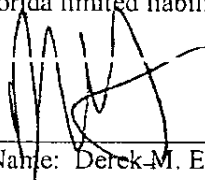
IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of June 1, 2014.

MERGING COMPANIES:

PRO NUTRA, LLC,
a Florida limited liability company

By: 
Name: Derek M. Ettinger
Title: Chief Executive Officer

NUTRITIONAL SPORTS MANAGEMENT, LLC,
a Florida limited liability company

By: 
Name: Derek M. Ettinger
Title: Chief Executive Officer

SURVIVING COMPANY:

IMAGE SPORTS, LLC,
a Florida limited liability company

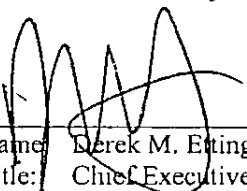
By: 
Name: Derek M. Ettinger
Title: Chief Executive Officer

EXHIBIT 1
PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is made and entered into as of June 1, 2014, by and among Pro Nutra, LLC, a Florida limited liability company ("Pro Nutra") and Nutritional Sports Management, LLC, a Florida limited liability company ("Nutritional Sports Management") and together with Pro Nutra, the "Merging Companies") and Image Sports, LLC, a Florida limited liability company (the "Surviving Company").

WHEREAS, the Merging Companies are limited liability companies duly organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, pursuant to this Plan, the Merging Companies will merge with and into the Surviving Company, with the Surviving Company surviving the merger; and

WHEREAS, the sole member of the Merging Companies and the Surviving Company have approved the Merger and this Agreement and Plan of Merger as being fair and in the best interests of each company and its respective member.

NOW, THEREFORE, in consideration of the mutual covenants, terms, and conditions set forth in this Plan, and for other good and valuable consideration, the receipt and sufficient of which are hereby acknowledged, the parties hereto agree as follows:

1. **Recitals**. The foregoing recitals are hereby incorporated as if fully set forth herein.
2. **Merger**. Upon the filing of Articles of Merger with the Florida Department of State (the "Effective Time"), the Merging Companies shall be merged with and into the Surviving Company (the "Merger").
3. **Surviving Entity**. At the Effective Time of the Merger:
 - a. The Surviving Company shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company organized under the laws of the State of Florida, with all of the rights and obligations as provided thereunder.
 - b. The separate existence of the Merging Companies shall cease and the effects and consequences of the Merger will be as set forth in this Plan and the Florida Revised Limited Liability Company Act (the "Act"), including without limitation Section 605.1026 of the Act.
4. **Constituent Documents**. As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Company shall be as follows:
 - a. The Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Articles of Organization of the Surviving Company.
 - b. The Amended and Restated Operating Agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall remain the Operating Agreement of the Surviving Company.

5. **Officers and Manager.** At the Effective Time, the manager and officers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain the manger and officers of the Surviving Company and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal, in accordance with the terms of the Operating Agreement.

6. **Manner and Basis of Converting Membership Interests.** At the Effective Time, the outstanding membership interests of the Merging Companies and the Surviving Company shall be converted as follows:

a. All of the membership interests of each Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall automatically be cancelled and retired, and no membership interests of the Surviving Company or other property will be issued in exchange therefor; and

b. All of the membership interests of the Surviving Company that are issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

7. **Approval.** The Merger contemplated by this Plan has been adopted and approved by the sole Member of each of the Merging Companies and by the sole Member the Surviving Company, by written consent dated May 29, 2014.

8. **Miscellaneous.**

a. **Governing Law.** This Plan shall be construed in accordance with the laws of the State of Florida without regard to any conflicts of law rules thereof.

b. **Counterparts.** This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument; a signed copy of this Plan delivered by facsimile, by email in portable document format (.pdf), or by other electronic means shall be deemed to be an original in all cases.

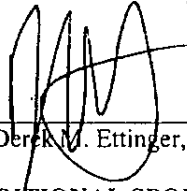
c. **Amendments.** This Plan may be amended or terminated to the full extent provided pursuant to applicable law.

(Signatures on next page.)

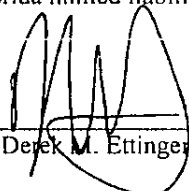
IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

MERGING COMPANIES:

PRO NUTRA, LLC,
a Florida limited liability company


By: 
Derek M. Ettinger, Chief Executive Officer

NUTRITIONAL SPORTS MANAGEMENT, LLC,
a Florida limited liability company

By: 
Derek M. Ettinger, Chief Executive Officer

SURVIVING COMPANY:

IMAGE SPORTS, LLC,
a Florida limited liability company

By: 
Derek M. Ettinger, Chief Executive Officer