

Florida Department of State
Division of Corporations
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Division of Corporations
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
FIBRE MARKETING GROUP NEWCO, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

11 DEC 22 PM 12:19

FILED

B. BOSTIC
DEC 28 2011
EXAMINER

**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>
Fibre Marketing Group, LLC	Maryland	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>
Fibre Marketing Group Newco, LLC	Florida	LLC

L11000136025

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:

The surviving party is a Florida limited liability company.

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:

b.) Appoints 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 appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Fibre Marketing Group, LLC a Maryland limited liability company, merging out	MEHIEL ENTERPRISES, INC., Managing Member By: 	Chris Mehiel, President
Fibre Marketing Group, LLC (f/k/a Fibre Marketing Group Newco, LLC a Florida limited liability company, By:  survivor	MEHIEL ENTERPRISES, INC., Managing Member	Chris Mehiel, President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, 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

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$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>
<u>Fibre Marketing Group, LLC</u>	<u>Maryland</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
<u>Fibre Marketing Group Newco, LLC</u>	<u>Florida</u>	<u>LLC</u>

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

~~a) The assets and liabilities of Fibre Marketing Group, LLC, a Maryland limited liability company (the "MD LLC") shall be taken up on the books of Fibre Marketing Group, LLC, a Florida limited company (the "Surviving LLC", f/k/a Fibre Marketing Group Newco, LLC) at the amount at which they shall at that time be carried on the books of the Surviving LLC, subject to such adjustments, if any, as may be necessary to conform to the Surviving LLC's accounting procedures; and~~

~~b) all of the rights, privileges, immunities, powers, purposes and franchises of the MD LLC, and all other property, real, personal and mixed, and all debts due to the MD LLC on whichever account shall be vested in the Surviving LLC, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving LLC as they were of the MD LLC, and all debts, liabilities, obligations and duties of the MD LLC shall thenceforth attach to the Surviving LLC and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.~~

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Prior to the merger, the membership interests in each of the LLCs were as follows:

<u>Mehlel Enterprises, Inc.</u>	<u>87.45%</u>
<u>Francis D. Burkhardt</u>	<u>12.55%</u>

After the merger, the members shall each own membership interests in the Surviving LLC

Identical to their membership interests in the merging company and 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights to acquire the interests, shares, obligations or other securities of

either of the merged parties, since the interests of the members in the merging company
are the same as the interests of the members in the Surviving LLC.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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

Neither the merging company or the Surviving LLC owns an interest in land in Maryland.

(Attach additional sheet if necessary)

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

Article I of the Articles of Organization for Florida Limited Liability Company of the
Surviving LLC, Fibre Marketing Group, Newco, LLC, is hereby amended to change
the name of the Surviving LLC to FIBRE MARKETING GROUP, LLC.

(Attach additional sheet if necessary)