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900215318289  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 DEC 28 AM 11:39

FILED

N. Gulligan DEC 30 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** REALBASICS, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Sandra T. Lynn, Esq.

Contact Person

Turner & Lynn, P.A.

Firm/Company

830 North Krome Avenue

Address

Homestead, FL 33030

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra T. Lynn, Esq.

Name of Contact Person

at ( 305 )

247-6521

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

FILED  
11 DEC 28 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
REALBASICS, LLC	Nebraska	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>
211-144144 REALBASICS, 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.

**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:

January 1, 2012

**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:

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

**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:

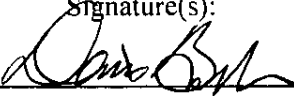
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
REALBASICS, LLC		DENNIS BROZAK
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
REALBASICS, LLC	Nebraska	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>
REALBASICS, LLC	Florida	LLC

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

See attached Articles of Merger Plan of Merger.

*(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:

See attached Articles of Merger Plan of Merger.

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*(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:

See attached Articles of Merger Plan of Merger.

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*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*



ARTICLES OF MERGER  
PLAN OF MERGER

REALBASICS, LLC, a NEBRASKA limited liability company, and REALBASICS, LLC, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is:

REALBASICS, a Nebraska limited liability company, shall merge and become a part of REALBASICS, a Florida limited liability company. All accounts and assets and debts of REALBASICS, a Nebraska limited liability company, shall become accounts and assets and debts of REALBASICS, a Florida limited liability company. The members of REALBASICS, a Nebraska limited liability company, are the members of REALBASICS, a Florida limited liability company having acquired all of the interest of REALBASICS.

2. The effective date of the merger is:

January 1, 2012.

3. REALBASICS, a Nebraska limited liability company, adopted the Plan of Merger on December 19, 2011, by a vote of the members.

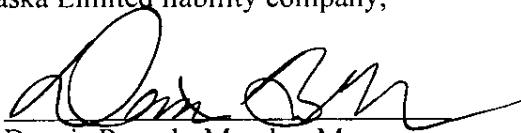
4. REALBASICS, a Florida limited liability company adopted the Plan of Merger on December 19, 2011, by a vote of the members.

5. The Articles of Organization of REALBASICS, a Florida limited liability company shall be the Articles of Organization of the surviving limited liability company a copy of which are attached hereto and made a part hereof.

6. The surviving limited liability company of REALBASICS, a Florida limited liability company, shall adopted the Operating Agreement of REALBASICS, a Nebraska limited liability company, and said Operating Agreement under paragraph 14.03 shall be governed under the laws of the State of Florida where applicable.

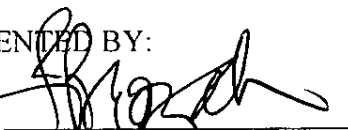
REALBASICS,  
a Nebraska Limited liability company,

By:

  
Dennis Brozak, Member Manager

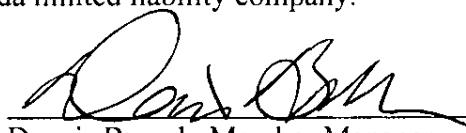
CONSENTED BY:

By:

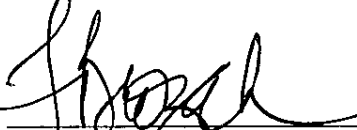
  
Teri-Lynn Brozak, Member

REALBASICS,  
a Florida limited liability company.

By:

  
Dennis Brozak, Member Manager

By:

  
Teri-Lynn Brozak, Member

FILED  
11 DEC 28 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA