

L12000015250

Florida Department of State
Division of Corporations
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To: Division of Corporations
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Jan 27/12

From: Account Name : GASSMAN & ASSOCIATES, P.A.
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Phone : (727) 442-1200
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**MERGER OR SHARE EXCHANGE
WINDSCAPE OF FLORIDA, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

RECEIVED

12 FEB -2 AM 8:01

TALLAHASSEE, FLORIDA

12 FEB -1 PM 4:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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2/1/2012

EXAMINER

#120000278103

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

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
12 FEB -1 PM 4:06

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>
WINDSCAPE, LLC	WASHINGTON STATE	Limited Liability Company

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>
WINDSCAPE OF FLORIDA, LLC	FLORIDA	Limited Liability Company

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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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:

February 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:


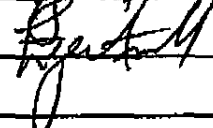
Street address: _____

Mailing address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB - 1 PM 4:06

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:
WINDSCAPE, LLC		Eugene J. Andrade
WINDSCAPE OF FLORIDA, LLC		Eugene J. Andrade

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$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>
<u>WINDSCAPE, LLC</u>	<u>WASHINGTON STATE</u>	<u>Limited Liability Company</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>WINDSCAPE OF FLORIDA, LLC</u>	<u>FLORIDA</u>	<u>Limited Liability Company</u>

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

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and that the Merging Company and the Surviving Company shall be a single Company. The Surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

(Attach additional sheet if necessary)



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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: .

Since all of the membership interests of the Merging Company are currently owned
by the same Members and in the same proportion as the membership interests of
the Surviving Company, no additional membership interests need be issued by
the Surviving Company to reflect the ownership interest of the Members after the
effective date. The certificates representing the ownership interests of the Merging
Company shall be surrendered and canceled on the effective date. The then
membership interests of the Surviving Company shall be unaffected by the merger
and shall continue to constitute all of the membership interests in the Surviving
Company. *(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:

SAME AS ABOVE.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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