

Jun. 5. 2012 10:07AM
Division of Corporations

Barnett, Bolt

No. 3640 P. 1

L12000073299

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380 6383

From: Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
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MERGER OR SHARE EXCHANGE
Green Energy Services, LLC

Certificate of Status	1
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Page Count	02
Estimated Charge	\$68.75

\$ 65.00

C. LEWIS

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EXAMINER

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Jun. 5. 2012 10:07AM Barnett, Bolt

No. 3640 P. 2

P. 1

* * * Memory TX Result Report (Jun. 1. 2012 3:00PM) * * *

1) Barnett, Bolt
2)

Date/Time: Jun. 1. 2012 2:59PM

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3625 Memory TX		18506176383	P. 3	OK	

Reason for error
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E. 3) No answer
E. 5) Exceeded max. E-mail size

E. 2) Busy
E. 4) No facsimile connection

Division of Corporations

Page 1 of 1

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From: Account Name : KENNETH F. BOLT, KENNEDY, LOWE & MCRAE
Account Number : 072733001185
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Green Energy Services, LLC

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H12000143921

CERTIFICATE OF MERGER

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act ("FLLCA"), the undersigned entities hereby deliver this Certificate of Merger for the purpose of merging GREEN ENERGY, INC., an Idaho corporation ("Green Corporation"), with and into GREEN ENERGY SERVICES, LLC, a Florida limited liability company ("Green Services"), pursuant to Section 608.438 of FLLCA (the "Merger").

1. A copy of the Plan of Merger approved by the parties to the merger is attached hereto as Exhibit A (the "Plan").
2. The Plan was approved by Green Services in accordance with the provisions of FLLCA.
3. The Plan was approved by Green Corporation in accordance with the provisions of Section 30-1-1102 of the Idaho Code.

IN WITNESS WHEREOF, the parties have executed this CERTIFICATE OF MERGER on the dates indicated below.

GREEN ENERGY, INC.,
an Idaho corporation

By: [Signature]
Name: N. Philip McKnight
Title: Chief Executive Officer
Date: 5/31/12

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12 JUN -1 AM 8:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

L12000073299

GREEN ENERGY SERVICES, LLC,
a Florida limited liability company

By: [Signature]
Name: N. Philip McKnight
Title: Manager
Date: 5/31/12

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Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by GREEN ENERGY, INC., an Idaho corporation ("Green Corporation"), and GREEN ENERGY SERVICES, LLC, a Florida limited liability company ("Green Services"), for the purpose of merging Green Corporation with and into Green Services pursuant to Section 30-1-1102 of the Idaho Code ("IC") and Section 608.438 of the Florida Limited Liability Company Act ("FLLCA"). Green Services is sometimes referred to herein as the "Surviving Entity".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), Green Corporation will be merged with and into Green Services pursuant to and in accordance with the provisions of IC § 30-1-1102 and FLLCA § 608.438 (the "Merger").
2. Parties to the Merger. The names and jurisdiction of organization of the parties to the Merger are:
 - (a) Green Energy, Inc., an Idaho corporation.
 - (b) Green Energy Services, LLC, a Florida limited liability company.
3. Surviving Entity. The name, jurisdiction of organization and kind of entity that will survive the Merger are: Green Energy Services, LLC, a Florida limited liability company.
4. Treatment of Shares and Membership Interests. Each limited liability company membership interest of Green Services outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock in Green Corporation issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
5. Articles of Organization. The Articles of Organization of Green Services in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity unless and until amended.
6. Operating Agreement. The Operating Agreement of Green Services in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity unless and until amended.
7. Abandonment of Merger. The parties to this Plan may abandon the Merger at any time prior to the Effective Time.
8. Effective Time. The Merger shall be effective upon the filing of the Articles of Merger with the Idaho Secretary of State and the filing of the Certificate of Merger with the Florida Department of State.

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