

03/22/2013 11:40 FAX

Division of Corporations

GUNSTER, YOKLEY

0001/005

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L12000155654

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MERGER OR SHARE EXCHANGE

EWC Franchise, LLC

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
EWFC FRANCHISE GROUP, INC.
WITH AND INTO
EWFC FRANCHISE, LLC

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
EWFC Franchise Group, Inc. 600 Silks Run, Suite 2279 Hallandale Beach, FL 33009	Florida	P05000079626

SECOND: The exact name and jurisdiction for the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
EWFC Franchise, LLC The Village at Gulfstream Park 600 Silks Run, Suite 2279 Hallandale Beach, FL 33009	Florida	L12000155654

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of 11:55 P.M. EDT on March 22, 2013 or the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Plan of Merger by the merging corporation. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the merging corporation on December 12, 2012, and each of the shareholders of the merging corporation, upon recommendation by the Board of Directors, on December 12, 2012 in accordance with Chapter 607 of the Florida Statutes.

SIXTH: Adoption of Plan of Merger by the surviving limited liability company. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes and was approved by unanimous written consent of the sole member of the surviving limited liability company on December 12, 2012, in accordance with Chapter 608 of the Florida Statutes.

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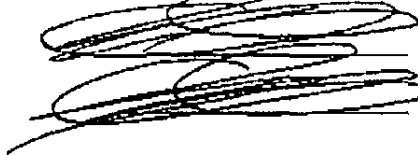
SEVENTH: Signatures for each corporation:

Entity Names

EWC Franchise, LLC

EWC Franchise Group, Inc.

Signature



Name of
Individual and Title

David Coba, President

David Coba, President

PLAN OF MERGER
TO
ARTICLES OF MERGER
OF
FWC FRANCHISE GROUP, INC.
WITH AND INTO
FWC FRANCHISE, LLC

The following plan of merger is submitted in compliance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EWC Franchise Group, Inc. 600 Silks Run, Suite 2279 Hallandale Beach, FL 33009	Florida	P05000079626
		<u>EIN Number</u>
		20-2902664

SECOND: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EWC Franchise, LLC The Village at Gulfstream Park 600 Silks Run, Suite 2279 West Palm Beach, Florida 33416	Florida	L12000155654
		<u>EIN Number</u>
		61-1699828

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

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of EWC Franchise Group, Inc. shall be transferred to and vested in EWC Franchise, LLC without further act or deed.

(b) Assumption of Obligations. All obligations of EWC Franchise Group, Inc. shall become the obligations of EWC Franchise, LLC.

(c) Articles of Organization and Operating Agreement. The Articles of Organization and current Operating Agreement of EWC Franchise, LLC immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of EWC Franchise, LLC.

(d) Officers and Manager. The officers and the sole manager of EWC Franchise, LLC, the sole manager being EWC Ventures, LLC, a Delaware limited liability company with a principal office located at The Village at Gulfstream Park, 600 Silks Run, Suite 2279, Hallandale Beach, FL 33009, immediately prior to the merger shall survive as the officers and sole manager of the surviving EWC Franchise, LLC.

(c) Effective Date. The merger shall become effective on the later of 11:55 P.M. EDT on March 22, 2013 or the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

FOURTH: The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

A. The manner and basis of converting the securities of EWC Franchise Group, Inc. into the securities of EWC Franchise, LLC, in whole or in part, into cash or other property are as follows:

All shares (or other evidences of ownership) of EWC Franchise Group, Inc. (i.e. the merging corporation) immediately prior to the Effective Time of the merger shall not be converted in any manner, but each said share (or other evidence of ownership) which is issued to or held by any shareholder of EWC Franchise Group, Inc. immediately prior to the Effective Time of the merger shall be surrendered and extinguished. There shall be no changes to the securities of EWC Franchise, LLC (i.e. the surviving Limited liability company), as it is understood, for the avoidance of doubt, that on the Effective Time of the merger, all of the membership interests and other equity interests of EWC Franchise, LLC are held 100% by EWC Franchise Holdings, Inc., a Florida corporation (Document Number P12000101308), and that the ownership of EWC Franchise Holdings, Inc. at the Effective Time of the merger is, on a percentage basis, identical to the ownership of EWC Franchise Group, Inc. immediately prior to the merger, such that the effective ownership of EWC Franchise, LLC (indirectly through the ownership in EWC Franchise Holdings, Inc.) is intended to be identical to the ownership of EWC Franchise Group, Inc. immediately prior to the merger.

B. The manner and basis of converting rights to acquire securities of EWC Franchise Group, Inc. into rights to acquire securities of EWC Franchise, LLC, in whole or in part, into cash or property are as follows:

Upon the Effective Time of the merger, all rights in respect of securities of EWC Franchise Group, Inc. (i.e. the merging corporation) shall be canceled. There shall be no change in the rights to acquire securities of EWC Franchise, LLC (i.e. the surviving limited liability company).