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Incorporating Services, LTD.

No. 7968 P. 1

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
POSM SOFTWARE LLC**

| | |
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

LLC
Merger

1-7-14 DC

Document
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**CERTIFICATE OF MERGER
OF
POSM SOFT, LLC
a Kentucky limited liability company**

with and into

**POSM SOFTWARE LLC
a Florida limited liability company**

FILED
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CLERK OF STATE
TALLAHASSEE FLORIDA

The following Certificate of Merger, dated as of December 11, 2013, is submitted to merge the following Florida limited liability company in accordance with s. 608.4382, Florida Statutes:

1. The exact name, jurisdiction and form/entity of the merging party is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------|---------------------|---------------------------|
| POSM Soft, LLC | Kentucky | limited liability company |

2. The exact name, jurisdiction, and form/entity type of the surviving party is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------|---------------------|---------------------------|
| POSM Software LLC | Florida | limited liability company |

3. The attached Plan of Merger was approved by POSM Software LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

4. The attached Plan of Merger was approved by POSM Soft, LLC in accordance with the applicable laws of the state of Kentucky.

5. The effective date of the merger shall be as of the date filed.

Signature(s) for each party:

Merging Party:

**POSM Soft, LLC,
A Kentucky limited liability company**

Surviving Party:

**POSM Software LLC, a Florida limited
liability company**

By: 

Name: Robert Katter
Its: President

By: 

Name: Robert Katter
Its: Manager

PLAN OF MERGER
BETWEEN
POSM SOFT, LLC
AND
POSM SOFTWARE LLC

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the State of Florida and the State of Kentucky.

FIRST: The exact name and jurisdiction of each merging party (referred to hereinafter individually as a "Merging Party") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Type of Entity</u> |
|----------------|---------------------|---------------------------|
| POSM Soft, LLC | Kentucky | Limited Liability Company |

SECOND: The exact name and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Type of Entity</u> |
|-------------------|---------------------|---------------------------|
| POSM Software LLC | Florida | Limited Liability Company |

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

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited liability company under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Organization of the Surviving Party at the effective date of the merger shall be the Articles of Organization of the Surviving Party. The Operating Agreement of the Surviving Party at the effective date of the merger shall be the Operating Agreement of the Surviving Party. Limited liability is retained by the Surviving Party.

FOURTH: The manner and basis of converting the interests of the members into the interests of the Surviving Party are as follows:


At the effective date of the merger, by virtue of the merger and without any action on the part of the members of the Surviving Party and the Merging Party, each member of the Merging Party shall receive a Percentage Interest in the Surviving Party equal to such member's Percentage Interest in the Merging Party prior to the merger.

FIFTH: The effective date of this merger shall be the date of the filing of the Certificate of Merger.

Signature(s) for each party:

Merging Party:

**POSM Soft, LLC,
A Kentucky limited liability company**

By: 
Name: Robert Katter
Its: President

Surviving Party:

**POSM Software LLC, a Florida limited
liability company**

By: 
Name: Robert Katter
Its: Manager