

L14000076965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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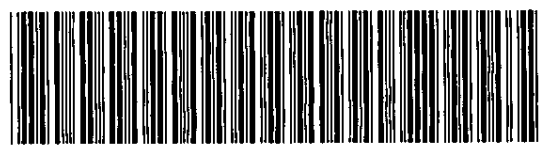
(Business Entity Name)

(Document Number)

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APPROVED  
AND  
FILED  
14 MAY 14, AM 8:59  
SECRETARY OF STATE,  
TALLAHASSEE, FLORIDA

RECEIVED  
14 MAY 14, PM 12:25  
DIVISION OF CORPORATIONS

C. LEWIS  
MAY 16 2014  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 117189 4310149

AUTHORIZATION

*Spud Decker*

COST LIMIT : \$ 50.00

ORDER DATE : May 2, 2014

ORDER TIME : 2:44 PM

ORDER NO. : 117189-030

CUSTOMER NO: 4310149

ARTICLES OF MERGER

LSP, LLC

INTO

LSP FOUNDERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: \_\_\_\_\_

APPROVED  
AND  
FILED

14 MAY 14 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**LSP, LLC**  
(a Connecticut limited liability company)

**WITH AND INTO**

**LSP FOUNDERS, LLC**  
(a Florida limited liability company)

**Pursuant to Section 608.4382 of the Florida Statutes**

LSP Founders, LLC, a Florida limited liability company, and LSP LLC, a Connecticut limited liability company, do hereby certify, pursuant to Section 608.4382 of the Florida Statutes, as follows:

**FIRST:** The names of the merging entities are LSP, LLC, a Connecticut limited liability company ("*LSP Connecticut*"), and LSP Founders, LLC, a Florida limited liability company ("*LSP Florida*").

**SECOND:** The Agreement and Plan of Merger attached hereto as **Exhibit A** has been approved, adopted, certified, executed and acknowledged by each of LSP Florida and LSP Connecticut pursuant to Chapter 608 of the Florida Statutes and in accordance with Section 34-100 to 34-242 of the Connecticut Limited Liability Company Law.

**THIRD:** The name of the surviving limited liability company is LSP Founders, LLC.  
L14000076965

**FOURTH:** The name of the limited liability company being merged into this surviving limited liability company is LSP, LLC.

**FIFTH:** A copy of the Agreement and Plan of Merger will be furnished by LSP Florida, on request and without cost, to any member of LSP Florida and LSP Connecticut.

[Signature Page Follows]

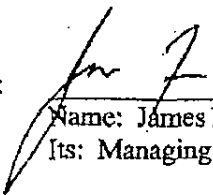
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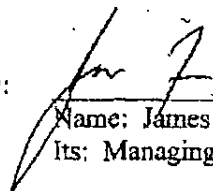
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IN WITNESS WHEREOF, LSP Florida and LSP Connecticut have caused these Articles of Merger to be executed pursuant to and in accordance with Section 608.4382 of the Florida Statutes on this 30th day of April, 2014, and, by the signature below, the undersigned hereby affirms and acknowledges, under penalties of perjury, that these Articles of Merger represents the act and deed of the undersigned and that the facts stated herein are true.

**LSP FOUNDERS, LLC**  
(a Florida limited liability company)

**LSP, LLC**  
(a Connecticut limited liability company)

By:   
Name: James Fiore  
Its: Managing Member

By:   
Name: James Fiore  
Its: Managing Member

[Signature Page to Florida Articles of Merger]

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**

BETWEEN

**LSP FOUNDERS, LLC**  
(a Florida limited liability company)

AND

**LSP, LLC**  
(a Connecticut limited liability company)

This Agreement and Plan of Merger made and entered into on the 30th day of April, 2014, by and between LPS, LLC, a Connecticut limited liability company (hereinafter referred to as, "LSP Connecticut"), and LSP Founders, LLC, a Florida limited liability company (hereinafter referred to as, "LSP Florida"). LSP Connecticut and LSP Florida are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

**WHEREAS**, LSP Connecticut is a limited liability company organized and existing under the laws of the State of Connecticut, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Connecticut on February 16, 2007; and

**WHEREAS**, LSP Florida is a limited liability company organized and existing under the laws of the State of Florida, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Florida on May 2, 2014; and

**WHEREAS**, the members of LSP Florida and the members of LSP Connecticut have deemed it advisable for the mutual benefit of each Merging Entity that LSP Connecticut be merged with and into LSP Florida in accordance with the applicable laws of the States of Florida and Connecticut, with LSP Florida being the surviving limited liability company.

**NOW THEREFORE**, the Merging Entities agree that LSP Connecticut shall be merged with and into LSP Florida under the following terms and conditions:

1. Effect of Merger. LSP Connecticut shall merge with and into LSP Florida, with LSP Florida being the surviving limited liability company. As of the Effective Date (as defined below), the separate existence of LSP Connecticut shall cease and LSP Florida shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in LSP Florida without further act or deed, and the title to any real estate, or any interests herein vested in any of such limited liability companies shall not revert or be in any way impaired by reason of such merger.

2. Name. The name of the surviving limited liability company shall be "LSP Founders, LLC" as of the Effective Date of the merger.

3. Effective Date. The effective date of the merger shall be the latest effective filing date of the Articles of Merger as filed with the Secretary of State of the State of Florida and the Articles of Merger as filed with the Secretary of State of the State of Connecticut (the "Effective Date").

4. Articles of Organization. The Articles of Organization of LSP Florida shall continue in full force and effect without any amendments on and after the Effective Date.

5. Conversion of Interests. As of the Effective Date, all membership interests of LSP Connecticut shall cease to be outstanding and all membership certificates, if any, shall be canceled and returned and shall cease to exist. In exchange for each percent of membership interest in LSP Connecticut outstanding, there will be issued an equal percent of membership interest in LSP Florida issued.

6. Articles of Merger and Articles of Merger. In accordance with the laws of the State of Connecticut and Florida, the Merging Entities shall executed Articles of Merger and a Articles of Merger in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, such Articles of Merger and Articles of Merger shall be filed with the Secretary of State of the State of Connecticut and the Secretary of the State of Florida, respectively.

7. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

8. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Connecticut and Florida.

9. Counterparts. This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which, together, shall constitute one and the same instrument. Facsimile or other electronic execution and delivery of this consent shall be legally valid and binding for all purposes.

*[Signature Page Follows]*

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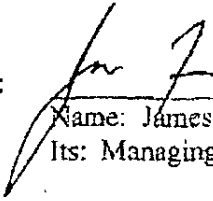
IN WITNESS WHEREOF, LSP Florida and LSP Connecticut have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

SECRETARY OF STATE  
HALLMARK BUILDING

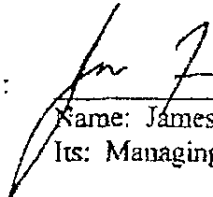
**LSP FOUNDERS, LLC**  
(a Florida limited liability company)

**LSP, LLC**  
(a Connecticut limited liability company)

By:

  
Name: James Fiore  
Its: Managing Member

By:

  
Name: James Fiore  
Its: Managing Member

*[Signature Page to Agreement and Plan of Merger]*