

L98000000816

Greenberg Traurig  
(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

please call June at 222-6891  
when ready.

200002884642--4

-05/24/99--01109--020

\*\*\*210.00 \*\*\*210.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Mainline Global Services, L.C. L98000000816  
(Corporation Name) (Document #)
2. Mainline Systems Korea, LLC (Delaware LLC)  
(Corporation Name) (Document #)
3. Mainline Systems, LLC (Delaware LLC)  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

4:30 pm  
today please

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

① name & address of  
mgt/mng. of survivor

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	DCC

AMENDMENTS	
Amendment	
Resignation of R.A. Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
Annual Report	DCC
Fictitious Name	DCC
Name Reservation	DCC
W. P. Verifier	DCC

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

99 MAY 24 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 MAY 24 PM 2:51  
RECEIVED  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 24, 1999

GREENBERG TRAURIG  
ATTN: JUNE

SUBJECT: MAINLINE GLOBAL SERVICES, L.C.  
Ref. Number: L98000000816

We have received your document for MAINLINE GLOBAL SERVICES, L.C. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 499A00028542

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MAINLINE SYSTEMS KOREA, LLC., A DE LLC and MAINLINE SYSTEMS,  
LLC., A DE LLC

INTO

MAINLINE GLOBAL SERVICES, L.C., a Florida entity, L980000000876.

File date: May 24, 1999

Corporate Specialist: Diane Cushing

FILED  
99 MAY 24 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**MAINLINE SYSTEMS KOREA, LLC,** N - Q  
**a Delaware limited liability company**  
**AND**  
**MAINLINE SYSTEMS, LLC,** N - Q  
**a Delaware limited liability company**  
**INTO**  
**MAINLINE GLOBAL SERVICES, LC**  
**a Florida limited liability company**

FILED  
99 MAY 24 PM 3:25  
TALLAHASSEE, FLORIDA  
L9800008081

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), Mainline Systems Korea, LLC, a Delaware limited liability company ("Mainline Korea"), Mainline Systems, LLC, a Delaware limited liability company ("Mainline Systems"), and Mainline Global Services, LC, a Florida limited company ("Mainline Global") adopt the following Articles of Merger for the purposes of merging Mainline Korea and Mainline Systems with and into Mainline Global (the "Merger"):

FIRST: The Plan of Merger attached hereto as Exhibit "A" meets the requirements of the Act and has been approved by Mainline Korea, Mainline Systems, and Mainline Global in accordance with the provisions of Section 608.4382 of the Act.

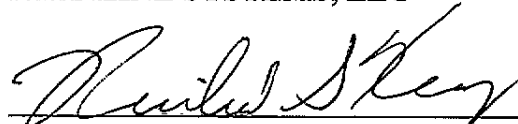
SECOND: The surviving company of the Merger shall be Mainline Global.

IN WITNESS WHEREOF, these Articles of Merger have been signed on behalf of the parties hereto on May 7, 1999.

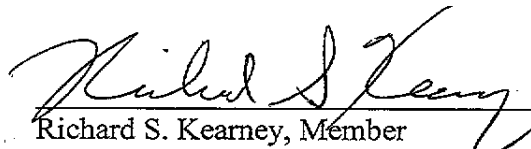
**MAINLINE SYSTEMS KOREA, LLC**

  
Richard S. Kearney, Member

**MAINLINE SYSTEMS, LLC**

  
Richard S. Kearney, Member

**MAINLINE GLOBAL SERVICES, LC**

  
Richard S. Kearney, Member

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 7<sup>th</sup> day of May, 1999 by and among:

MAINLINE SYSTEMS KOREA, LLC, a Delaware limited liability company ("Mainline Korea");

MAINLINE SYSTEMS, LLC, a Delaware limited liability company ("Mainline Systems");

and

MAINLINE GLOBAL SERVICES, LC, a Florida limited liability company ("Mainline Global"; Mainline Korea, Mainline Systems and Mainline Global are collectively referred to as the "Mainline Companies").

### WITNESSETH:

WHEREAS, Mainline Korea and Mainline Systems are limited liability companies duly organized and existing under and by virtue of the laws of the State of Delaware and Mainline Global is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Members, Mainline Korea, Mainline Systems and Mainline Global have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.4382 of the Florida Limited Liability Company Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Mainline Companies hereby agree as follows:

1. MERGER. The Mainline Companies agree that Mainline Korea and Mainline Systems shall be merged with and into Mainline Global, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that Mainline Global shall continue under the laws of the State of Florida as the surviving entity.

2. SURVIVING ENTITY. On and after the effective date (as defined below) of the Merger:

(a) Mainline Global shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Limited Liability Company Act.

(b) Mainline Korea and Mainline Systems shall cease to exist, and its property shall become the property of Mainline Global.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Operating Agreement.** On and after the effective date, the Operating Agreement of Mainline Global shall continue as the Operating Agreement in effect.

4. **MANNER AND BASIS OF CONVERTING LIMITED LIABILITY INTERESTS INTO SURVIVING ENTITY.**

(a) **Conversion of Interests.**

(i) **MERGING COMPANY.** Each and every limited liability interest in Mainline Korea and Mainline Systems shall be canceled without any consideration being exchanged therefor.

(ii) **SURVIVING ENTITY.** The limited liability company interests in Mainline Global shall not be affected by the Merger, and the existing members of Mainline Global shall remain the sole members of the Surviving Entity.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective members, of each of the Mainline Companies.

6. **EFFECTIVE DATE OF MERGER.** The effective date of the Merger shall be the date that the appropriate Articles of Merger has been filed with the Secretary of State of the State of Florida.

7. **MANAGEMENT.** The Manager of all 3 merging Mainline Companies is Richard Kearney, whose address is 3372 Capital Circle N.E., Tallahassee, Florida 32308.

8. **MISCELLANEOUS.**


(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and their respective members and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.


(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

**MAINLINE SYSTEMS KOREA, LLC,**  
a Delaware limited liability company

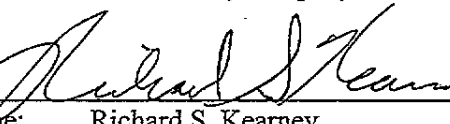
By:   
Name: Richard S. Kearney  
Title: Member

**MAINLINE SYSTEMS, LLC,**  
a Delaware limited liability company

By:   
Name: Richard S. Kearney  
Title: Member

FILED  
99 MAY 24 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MAINLINE GLOBAL SERVICES, LC,**  
a Florida limited liability company

By:   
Name: Richard S. Kearney  
Title: Member