

Sent By: COBB & COLE;
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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

IPS Worldwide, LLC

Certificate of Status	0
Certified Copy	1
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12/19/2008

EXAMINER

NO8000211243

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
IPS Worldwide, LLC	FL 198-900	limited liability company
Sum of Ideas, LLC	FL 203-15607	limited liability company

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
IPS Worldwide, LLC	FL	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2008

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
IPS Worldwide, LLC	<i>William Davies</i>	William Davies
Sum of Ideas, LLC	<i>See Attached For signature</i>	Douglas J. Cook

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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h.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
IPS Worldwide, LLC	See attached For signature	William Davies
Sum of Ideas, LLC	<i>[Signature]</i>	Douglas J. Cook

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER BETWEEN
SUM OF IDEAS, LLC
AND
IPS WORLDWIDE, LLC

The following Plan of Merger, which was adopted and approved by IPS Worldwide, LLC, a Florida limited liability company ("Surviving Company") and Sum of Ideas, LLC, a Florida limited liability company ("Sum of Ideas"), is being submitted in accordance with section 608.4382, Florida Statutes.

1. The name, jurisdiction, and entity type of each merging party is as follows:

Sum of Ideas, LLC, a Florida limited liability company

IPS Worldwide, LLC, a Florida limited liability company

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

IPS Worldwide, LLC

3. On the effective date of the merger, December 31, 2008, the general terms and conditions of the merger are: (i) the separate existence of Sum of Ideas shall cease and Sum of Ideas shall be merged with and into Surviving Company, (ii) the Articles of Organization of Surviving Company in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Company, (iii) the Operating Agreement of Surviving Company in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Company, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Company shall remain the FEI used for the Surviving Company.

4. The manner and basis of converting the interest of Sum of Ideas are as follows: As of the effective date of the merger, the interest of Sum of Ideas shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such interest shall cease to have any rights with respect thereto.

5. The manner and basis of converting the interest of IPS Worldwide, LLC are as follow: As of the effective date of the merger, the interest of the Surviving Company shall not be converted or exchanged in any manner, but each said percentage of interest at the effective time and date of the merger shall continue to represent the percentage of interest of the surviving company. There are no rights to acquire interest in Sum of Ideas or the Surviving Company.

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