

L99000009024

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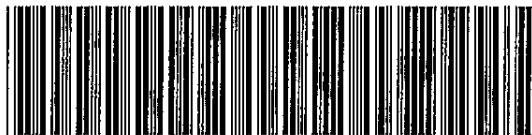
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 716704 4337667

AUTHORIZATION : *Hamlair*

COST LIMIT : \$ 50

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ORDER DATE : November 21, 2005

ORDER TIME : 10:31 AM

ORDER NO. : 716704-005

CUSTOMER NO: 4337667

ARTICLES OF MERGER

FRANCHISE OPPORTUNITIES.COM,
LLC

INTO

FRANCHISE OPPORTUNITIES.COM,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 22, 2005

HARRY DAVIS
CSC
TALLAHASSEE, FL

SUBJECT: FRANCHISE OPPORTUNITIES.COM, L.L.C.
Ref. Number: L99000009024

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as file date.

We have received your document for FRANCHISE OPPORTUNITIES.COM, L.L.C. and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

The merger documents must contain a statement listing the NAMES and ADDRESSES of the MANAGERS or the MANAGING MEMBERS of the surviving LLC.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 305A00068834

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FRANCHISE OPPORTUNITIES
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
FRANCHISE OPPORTUNITIES.COM, LLC,
(a Florida limited liability company)
with and into
FRANCHISE OPPORTUNITIES.COM, LLC,
(a Georgia limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act:

ARTICLE I.

The name and state of organization of each of the constituent limited liability companies involved in the merger contemplated by these Articles of Merger are as follows:

<u>Name</u>	<u>State of Organization</u>
Franchise Opportunities.com, LLC	Florida
Franchise Opportunities.com, LLC	Georgia

ARTICLE II.

The Plan of Merger is as follows:

1. Franchise Opportunities.com, LLC, a Florida limited liability company (the "Merging Company"), will merge with and into Franchise Opportunities.com, LLC, a Georgia limited liability company (the "Surviving Company") (the "Merger").
2. Each of the Merging Company and the Surviving Company is a wholly-owned subsidiary of Ad Engine, LLC, a Georgia limited liability company.
3. At the Effective Date (defined below), (a) all of the membership interests in the Merging Company shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be membership interests in the Merging Company and shall be cancelled, and no additional membership interests in the Surviving Company or any other consideration shall be

granted or paid therefor, (b) all of the assets and liabilities of the Merging Company shall become assets and liabilities of the Surviving Company, and (c) the membership interests in the Surviving Company shall not be affected in any way by the Merger and shall constitute all of the membership interests in the Surviving Company from and after the Effective Date.

4. The Articles of Organization and Operating Agreement of the Surviving Company at the Effective Date shall be the Articles of Organization and Operating Agreement of the Surviving Company from and after the Effective Date unless and until amended or restated in accordance with applicable law.

5. An original, executed copy of this Plan of Merger shall remain on file at the Surviving Company's principal place of business, the address of which is 1085 Powers Place, Alpharetta, Georgia 30060.

6. The foregoing Plan of Merger is permitted under, and shall be effectuated in accordance with, the laws of the State of Florida and the State of Georgia. The Surviving Company shall be a Georgia limited liability company.

7. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent in writing of each of the Merging Company and the Surviving Company.

8. The Merger shall occur and be effective on upon the filing of Articles of Merger (the "Effective Date").

ARTICLE III.

The Plan of Merger was adopted by each of the Merging Company and the Surviving Company as follows:

1. After approval and submission to the sole member of the Merging Company by its managers, in accordance with Section 608.4381 of the Florida Limited Liability Company Act, the Plan of Merger was approved and adopted by the sole member of the Merging Company by record of action in writing dated as of November 10, 2005 in accordance with all applicable laws of the State of Florida and with all constituent documents of the Merging Company.

2. After approval and submission to the sole member of the Surviving Company by its managers, in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act, the Plan of Merger was approved and adopted by the sole member of the Surviving Company by record of action in writing dated as of November 10, 2005 in accordance with all applicable laws of the State of Georgia and with all constituent documents of the Surviving Company.

ARTICLE IV.

The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Company is organized, and the laws of the State of Georgia, under which the Surviving Company is organized. Each of the Merging Company and the Surviving Company has complied with all applicable provisions of the respective applicable laws in authorizing and effecting the Merger, and all conditions required by the laws of the State of Florida and the laws of the State of Georgia will be satisfied in connection with the Merger.

ARTICLE V.

The managers of the Surviving Company shall be Michael W. Alston and Guy R. Friddell, III, and the address of such managers shall be 1085 Powers Place, Alpharetta, Georgia 30060. The principal office of the Surviving Company shall be 1085 Powers Place, Alpharetta, Georgia 30060.

ARTICLE VI.

The Surviving Company hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any action or proceeding to enforce any liability or obligation of the Merging Company. The address to which a copy of such process shall be mailed by the Secretary of State of Florida to the Surviving Company is 180 Cherokee Street, NE, Marietta, Georgia 30060.

ARTICLE VII.

Each of the Merging Company and the Surviving Company have only one (and the same) member, which has approved the Merger; therefore, neither the Merging Company nor the Surviving Company has any need to provide for dissenters' rights or to establish a method for determining fair value due to any dissenters.

ARTICLE VIII.

The merger contemplated by these Articles of Merger shall occur and be effective upon the filing of these Articles of Merger.

* * * * *

The undersigned declare that the facts herein stated are true as of November 10, 2005.

MERGING COMPANY:

FRANCHISE OPPORTUNITIES.COM, LLC,
a Florida limited liability company

By:  (SEAL)
Guy R. Friddell, III, Manager

SURVIVING COMPANY:

FRANCHISE OPPORTUNITIES.COM, LLC,
a Georgia limited liability company

By:  (SEAL)
Guy R. Friddell, III, Manager