

M67000001330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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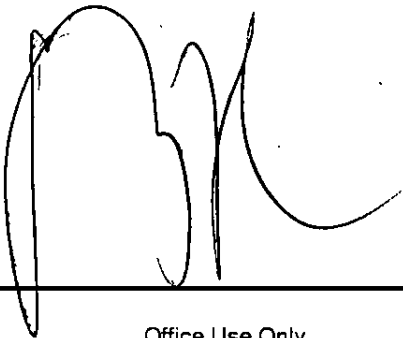
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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



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March 6, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Energy 5.0 LLC (FL) into Energy 5.0 LLC (DE)

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

File 2nd

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER

-of-

ENERGY 5.0 LLC

-into-

ENERGY 5.0 LLC

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TALLAHASSEE, FLORIDA

Under Section 608.4382 of the Florida Statutes

These Articles of Merger are being submitted to merge Energy 5.0 LLC, a Florida limited liability company ("Energy 5.0 Florida"), into Energy 5.0 LLC, a Delaware limited liability company ("Energy 5.0 Delaware"), in accordance with Section 608.4382 of the Florida Statutes.

1. The exact name, entity type and jurisdiction for the **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Energy 5.0 LLC	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L06000110807</u>		

2. The exact name, entity type and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Energy 5.0 LLC	Delaware	Limited Liability Company

1070000110807

3. The attached Plan of Merger was approved by the domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

4. 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.

5. The principal office address of Energy 5.0 Delaware, the surviving entity, is 1601 Forum Place, Suite 1010, West Palm Beach, Florida 33401.

6. Energy 5.0 Delaware, as the surviving entity, appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

7. Energy 5.0 Delaware, as the surviving entity, agrees to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384.

8. The merger shall be effective upon the filing of these Articles of Merger.

ENERGY 5.0 LLC
(Florida)

By: _____

Bernard H. Cherry
Member

ENERGY 5.0 LLC
(Delaware)

By: _____

Bernard H. Cherry
Member

PLAN OF MERGER

-of-

ENERGY 5.0 LLC

-into-

ENERGY 5.0 LLC

Energy 5.0 LLC, a Florida limited liability company ("Energy 5.0 Florida"), and Energy 5.0 LLC, a Delaware limited liability company ("Energy 5.0 Delaware"), hereby agree to a merger of Energy 5.0 Florida into Energy 5.0 Delaware under Section 18-209 of the Delaware Limited Liability Company Act, for the following purpose, and under the following terms and conditions:

1. The purpose of this merger is to change the place of organization of Energy 5.0 LLC from the State of Florida to the State of Delaware. It is the intent of the parties that this merger be treated as the equivalent of an F reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, and that Energy 5.0 Delaware be treated for all purposes as the same limited liability company as Energy 5.0 Florida.

2. Accordingly, upon the effective date of the merger, since Energy 5.0 Delaware shall be considered, in all respects, as the same entity as Energy 5.0 Florida, the following terms and conditions will apply:

- a. The name of the surviving entity shall be Energy 5.0 LLC.
- b. Energy 5.0 Delaware has not and will not commence business until after the effective date of the merger, when it will take over all business previously conducted by Energy 5.0 Florida.
- c. Energy 5.0 Delaware will take over the use of the employer identification number previously issued to Energy 5.0 Florida, and will take over all of the tax attributes of Energy 5.0 Florida.
- d. Energy 5.0 Delaware shall automatically be considered the owner of all of Energy 5.0 Florida's assets, property and interest, and will be responsible for payment of all of Energy 5.0 Florida's obligations and liabilities.
- e. Bernard H. Cherry will continue as the sole managing member of the Company after the merger. The business address of the sole managing member is 1601 Forum Place, Suite 1010, West Palm Beach, Florida 33401.

f. No changes in the Articles of Organization of Energy 5.0 Delaware, as the surviving entity in the merger, will be necessary by reason of the merger.

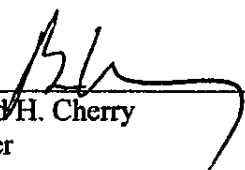
3. The current members of Energy 5.0 Florida and Energy 5.0 Delaware are identical. Since Energy 5.0 Delaware is to be treated, following the merger, as the same entity in all respects as Energy 5.0 Florida, the members of Energy 5.0 Florida will automatically continue as members of Energy 5.0 Delaware, and no issuance of additional membership interests to such members shall be required.

4. The merger shall be effective upon filing of the Certificate of Merger with the Delaware Secretary of State and the Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, this Plan of Merger has been signed on the 6 day of March, 2007.

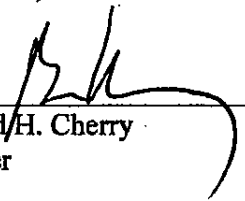
ENERGY 5.0 LLC
(Florida)

By:


Bernard H. Cherry
Member

ENERGY 5.0 LLC
(Delaware)

By:


Bernard H. Cherry
Member