

MI0000001853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

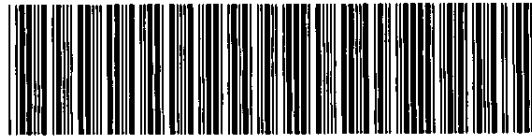
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FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/23/13

NAME: ELECTRICIAN'S SUCCESS INTERNATIONAL, LLC

TYPE OF FILING: MERGER

COST: 80.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AirTime, LLC, doing business in Florida as AirTime 500, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Elizabeth A. Cooper

Contact Person

FBT LLC

Firm/Company

400 W Market Street, 32nd Floor

Address

Louisville, KY 40202-3363

City, State and Zip Code

ecooper@fbtlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth A. Cooper

Name of Contact Person

at (502) 568-0237

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

eff
12/31

**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>
Electricians' Success International, LLC	Florida	limited liability company
AirTime, LLC, doing business in Florida as AirTime 500, LLC	Missouri	limited liability company

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>
AirTime, LLC, doing business in Florida as AirTime 500, LLC	Missouri	limited liability company

FILED
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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

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.

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, 2013

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:

c/o Clockwork Home Services

Plaza Five Points, 50 Central Avenue, Ste 920

Sarasota, FL 34236

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:

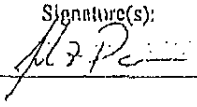
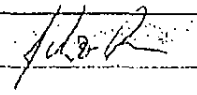
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
AirTime, LLC, doing business in Florida as AirTime 600, LLC		John Park, Secretary of Clockwork Inc., Sole Member & Managing Member
Electricians' Success International, LLC		John Park, Secretary of Clockwork Inc., Sole Member and Managing Member

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

PLAN AND AGREEMENT OF MERGER
of
ELECTRICIANS' SUCCESS INTERNATIONAL, LLC
a Florida limited liability company,
with and into
AIRTIME, LLC
a Missouri limited liability company, doing business in Florida as AirTime 500, LLC

Electricians' Success International, LLC, a Florida limited liability company, and AirTime, LLC, a Missouri limited liability company, hereby agree to merge with one another upon the terms set forth below effective on and as of December 31, 2013.

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

<u>Name</u>	<u>Jurisdiction/State of Organization</u>	<u>Form/Entity Type</u>
Electricians' Success International, LLC	Florida	limited liability company
AirTime, LLC (doing business in Florida as AirTime 500, LLC)	Missouri	limited liability company

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

<u>Name</u>	<u>Jurisdiction/State of Organization</u>	<u>Form/Entity Type</u>
AirTime, LLC (doing business in Florida as AirTime 500, LLC)	Missouri	limited liability company

THIRD: The terms and conditions of the merger are as follows:

Upon the effectiveness of the merger, the merger will have the effects set forth in Florida Statutes § 608.4383 and in Missouri Statutes § 347.133 (which statutory provisions are incorporated in this Plan and Agreement of Merger by this reference), in each case except as otherwise expressly set forth elsewhere in this Plan and Agreement of Merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

In light of the fact that the sole member of each of Electricians' Success International, LLC ("Electricians") and AirTime, LLC, doing business in Florida as AirTime 500, LLC ("AirTime"), is the same legal entity, as of the effective time of the merger, and without any action of the part of the holders thereof: (a) all membership interests of AirTime that were issued

and outstanding immediately prior to the merger (the "AirTime Membership Interests") will remain unchanged by the merger and issued and outstanding following the merger; and (b) all membership interests of Electricians' that were issued and outstanding immediately prior to the merger will be cancelled pursuant to the merger and deemed to be converted into and represented by the issued and outstanding AirTime Membership Interests.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

In light of the fact that the sole member of each of Electricians' and AirTime is the same legal entity, as of the effective time of the merger, and without any action of the part of the holders thereof; (a) all rights to acquire the interests, shares, obligations or other securities of AirTime that were outstanding immediately prior to the merger (the "AirTime Rights") will remain unchanged by the merger and outstanding following the merger; and (b) all rights to acquire the interests, shares, obligations or other securities of Electricians' outstanding immediately prior to the merger will be extinguished pursuant to the merger and deemed to be converted into and represented by the outstanding AirTime Rights.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows:

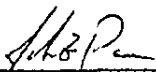
The Articles of Organization of AirTime immediately prior to the merger will be the Articles of Organization of AirTime, as the surviving entity, following the merger. The Articles of Organization of the surviving limited liability company shall not be amended as a result of the merger.

SIXTH: Other provisions, if any relating to the merger are as follows:

1. The effective date of the merger shall be December 31, 2013.
2. At any time prior to the effectiveness of the merger, either limited liability company that is a party to the merger may abandon the proposed merger in accordance with applicable law.

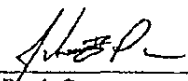
**ELECTRICIANS' SUCCESS INTERNATIONAL,
LLC, a Florida limited liability company**

By: CLOCKWORK, INC., a Delaware corporation, as Sole
Member and Managing Member

By: 
John Paré, Secretary

**AIRTIME, LLC, a Missouri limited liability company,
doing business in Florida as AirTime 500, LLC**

By: CLOCKWORK, INC., a Delaware corporation, as Sole
Member and Managing Member

By: 
John Paré, Secretary

COVER LETTER

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Division of Corporations

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(502) 568-0237

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
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Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314