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Division of Corporations
Fax Number : (850) 205-0380

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Account Name : CORP DIRECT AGENTS, INC.
Account Number : 110450000714
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

METHODFACTORY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$96.25

CF 70.00
CF 8.75
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78.75

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SECRETARY OF STATE

**ARTICLES OF MERGER
OF
METHODFACTORY HOLDINGS, LLC,**
a Florida limited liability company
and
METHODFACTORY, INC.,
a Florida corporation

L04-38015

P-24561

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, the undersigned,
hereby certify by these Articles of Merger as follows:

1. The names of the entities which are parties to the Merger are
METHODFACTORY HOLDINGS, LLC, a Florida limited liability company ("LLC"), and
METHODFACTORY, INC., a Florida corporation ("INC"). INC will be the surviving entity
and is to be governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and
incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted pursuant to a written
consent as permitted by Sections 608.4231 and 608.4381 of the Florida Statutes by the holders of
all of the membership interests in LLC and all of the Managers of LLC as of December 31, 2006.
The number of votes was sufficient for approval. The Plan and Agreement of Merger was duly
adopted pursuant to a written consent as permitted by Sections 607.0704 and 607.0821 of the
Florida Statutes by the holders of all of the issued and outstanding shares of common stock and
all of the directors of INC as of December 31, 2006. The number of votes was sufficient for
approval.

8502058846

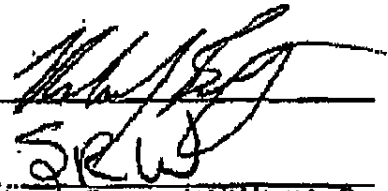
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4. The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act.

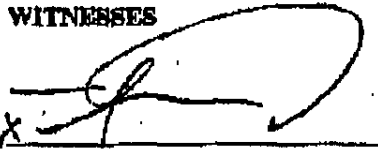
IN WITNESS WHEREOF, each of the entities party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 31st day of December, 2006.

WITNESSES:



As to James Williamson

METHODFACTORY HOLDINGS, LLC,
a Florida limited liability company

By: 
Name: James Williamson
As its: President

WITNESSES

As to James Williamson

METHODFACTORY, INC.,
a Florida corporation

By: 
Name: James Williamson
As its: Manager

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Exhibit A

**PLAN AND AGREEMENT OF MERGER
BETWEEN
METHODFACTORY HOLDINGS, LLC,
a Florida limited liability company
and
METHODFACTORY, INC.,
a Florida corporation**

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**PLAN AND AGREEMENT OF MERGER
BETWEEN
METHODFACTORY HOLDINGS, LLC,
a Florida limited liability company
and
METHODFACTORY, INC.,
a Florida corporation**

This Plan and Agreement of Merger (this "Agreement") is made and entered into effective December 31, 2006, by and between METHODFACTORY HOLDINGS, LLC, a Florida limited liability company ("LLC") and METHODFACTORY, INC., a Florida corporation ("INC") and collectively with LLC, the "Constituent Companies").

Background

LLC is a limited liability company duly organized under the laws of the State of Florida, having an authorized membership interest of one thousand (1,000) membership units. One hundred (100) membership units are currently issued and outstanding. INC is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of one thousand (1,000) shares of common stock. One hundred (100) shares of common stock are currently issued and outstanding. The Managers of LLC and the Board of Directors of INC deem it advisable that LLC be merged with and into INC on the terms and conditions herein set forth, in accordance with the applicable provisions of the Florida Statutes which permit such a merger.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, LLC and INC, by their respective Managers and Board of Directors, have agreed and do hereby agree as follows:

Terms Of The Merger

1. **Merger.** LLC and INC shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida, by LLC merging with and into INC, which shall be the surviving entity.

2. **Effect of Merger.** From and after the filing of the Articles of Merger, the Constituent Companies shall be a single corporation, which shall be INC as the surviving entity, and the separate existence of LLC shall cease except to the extent provided by the laws of the State of Florida in the case of a limited liability company after its merger into a corporation, while the corporate existence of INC shall continue unaffected and unimpaired. INC shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Florida law. INC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Companies. All property, real, personal and mixed, all debts due on

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whatever account, all other chooses of action, and all and every other interest of or belonging to or due to each of the Constituent Companies, shall be taken and deemed to be transferred to and vested in INC without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Companies, shall not revert or be in any way impaired by reason of such merger. INC shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted as if such merger had not taken place, or INC may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger.

3. Certificate of Incorporation. The Certificate of Incorporation of INC shall not be amended in any respect by reason of this Plan and Agreement of Merger.

4. Conversion of Shares. The manner of converting the outstanding membership interests and shares of each of the Constituent Companies shall be as follows:

- a. The one hundred (100) shares of common stock of INC owned by LLC immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.
- b. The twenty eight (28) membership units of LLC, representing a 28% membership interest in LLC, owned by James Williamson immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger. James Williamson shall receive twenty eight (28) shares of common stock of INC.
- c. The twenty eight (28) membership units of LLC, representing a 28% membership interest in LLC, owned by Michael Brady immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger. Michael Brady shall receive twenty eight (28) shares of common stock of INC.
- d. The twenty eight (28) membership units in LLC, representing a 28% membership interest in LLC, owned by Scott Auer immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger. Scott Auer shall receive twenty eight (28) shares of common stock of INC.
- e. The sixteen (16) membership units in LLC, representing a 16% membership interest in LLC, owned by Steve Walter immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger. Steve Walter shall receive sixteen (16) shares of common stock of INC.

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5. Surrender of Certificates. Each record holder of an outstanding certificate or certificates which represents membership units and interests of LLC immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Plan and Agreement of Merger.

6. Further Assurances. If at any time after the Effective Date INC shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in INC, according to the terms hereof, the title to any property rights of the Constituent Companies, the last acting officers, directors and/or managers of the Constituent Companies, as the case may be, or the corresponding officers and Directors of INC shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in INC, and otherwise carry out the purposes of this Plan and Agreement of Merger.

7. Approval By Members and Shareholder. This Plan and Agreement of Merger shall be approved by the respective Managers and Board of Directors of each Constituent Company and submitted to the respective Members and Shareholder of each Constituent Company for approval as provided by Florida law. If duly adopted by the requisite vote of such Members and Shareholders, Articles of Merger meeting the requirements of Florida law shall be filed immediately in the appropriate office in Florida.

8. Effective Date. The merger of LLC with and into INC shall become effective upon the filing of the Articles of Merger in accordance with Florida Law (the "Effective Date").

9. Covenants of LLC. LLC covenants and agrees that: (a) it will not amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any of its membership units or interests or any rights to acquire any such membership units or interests prior to the Effective Date.

10. Covenants of INC. INC covenants and agrees that: (a) it will not amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its common stock or any rights to acquire any such shares prior to the Effective Date.

11. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Managers and Board of Directors of either of the Constituent Companies at any time prior to filing of the Articles of Merger.

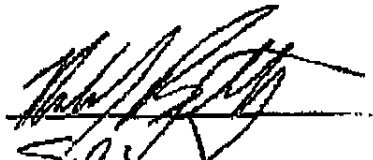
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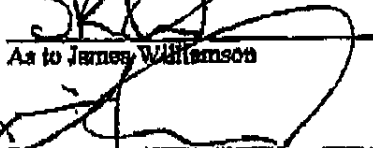
IN WITNESS WHEREOF, each of the parties to this Plan and Agreement of Merger has caused this Plan and Agreement of Merger to be executed by its duly authorized officer on the date set forth above.

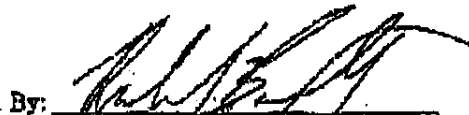
WITNESSES:

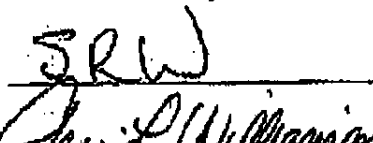
METHODOFACTORY HOLDINGS, LLC, a
Florida limited liability company

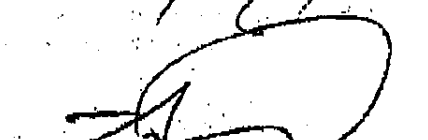

SRW
As to James Williamson

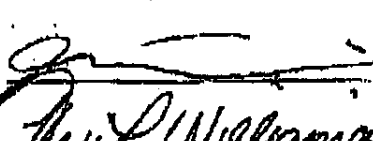
By: 
James Williamson, as its Manager

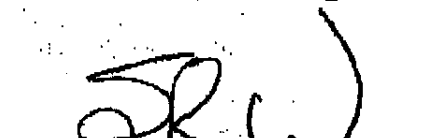

SRW
As to Michael Brady

By: 
Michael Brady, as its Manager


SRW
As to Scott Auer


By: 
Scott Auer, as its Manager



SRW
As to Steve Walter

By: 
Steve Walter, as its Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

METHODOFACTORY, INC., a Florida
corporation


SRW
As to James Williamson

By: 
Name: James Williamson
As its President

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