

P04000144968

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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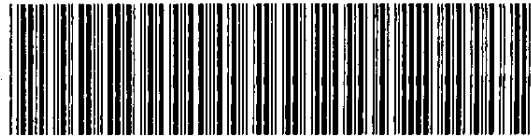
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

MAR 14 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 5W, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Jennifer Phelan Alessi  
Contact Person

5W, Inc.  
Firm/Company

2917 St. Andrews Blvd  
Address

Tarpon Springs, FL 34688  
City, State and Zip Code

jalessi@toasolutions.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Phelan Alessi at ( 727 ) 942-3698  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

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

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
#L10000046809 LFM TOPIC, LLC	FL	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
5W, Inc. #P04000144968	FL	Corporation

**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:

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**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:

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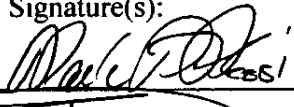
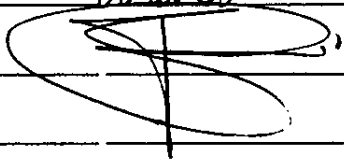
**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) 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 shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
5W, Inc.		Mark A. Alessi
LFM TOPIC, LLC		Jennifer Phelan Alessi

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:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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**PLAN OF MERGER**

**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>
LFM TOPIC, LLC	FL	LLC

**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>
5W, Inc.	FL	Corporation

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

LFM TOPIC, LLC is fully merged into 5W, Inc. for all purposes and is no longer a separate legal entity.

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*(Attach additional sheet if necessary)*

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership units of all non-managing members of LFM TOPIC, LLC are  
merged into the existing shares of stock each LLC TOPIC, LLC member has in  
5W, Inc. 5W, Inc. was the majority unit holder and managing member and operator  
of LFM TOPIC, LLC so its units are absorbed into the authorized shares of 5W,  
Inc. with the consideration being the benefit to 5W, Inc of encompassing LFM  
TOPIC, LLC into the corporation across its shares and value and reducing  
operating costs. LFM TOPIC, LLC has no debt or other obligations.

*(Attach additional sheet if necessary)*

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

Each non-Managing Member of LFM TOPIC, LLC received 100,000 shares of  
5W, Inc. Series A common stock for the services provided to LFM TOPIC, LLC  
prior to the merger ("5W SACS") and that 5W SACS is acknowledged by those  
members as reasonable and fair consideration for the number of units held by  
each in LFM TOPIC, LLC as of the date of merger. 5W, Inc. accepts and  
acknowledges that the merger of LFM TOPIC, LLC into 5W, Inc. is sufficient  
consideration for the units it holds in LFM TOPIC, LLC due to the reduction in  
operating costs and increase in value of 5W, Inc.

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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TALLAHASSEE  
FLORIDA

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*



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

The plan of merger was approved by the Chairman and President of 5W, Inc.,  
pursuant to the April 2009 Board of Directors and Shareholder authorization  
granted to the Chairman of the Board and President of 5W, Inc. to take any and  
all steps necessary to maximize the value of 5W, Inc., which he determined  
necessary to reduce costs and maximize 5W value on December 31, 2010.

The members of LFM TOPIC, LLC unanimously approved the merger of LFM  
TOPIC, LLC into 5W, Inc. on December 31, 2010.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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