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EFFECTIVE DATE 10/31/2010

B. KOHR

OCT 28 2010

EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 OCT 27 AM 9:11

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CardFact V, Inc.  
Name of Surviving Party

FILED STATE  
SECRETARY OF CORPORATIONS  
10 OCT 27 AM 9:11

Please return all correspondence concerning this matter to:

Leslie A. Kulick

Contact Person

Douthit Frets Rouse Gentile & Rhodes, LLC

Firm/Company

903 E. 104th St., Ste. 610

Address

Kansas City, MO 64131

City, State and Zip Code

lkulick@dfgrglaw.com

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

EFFECTIVE DATE 10/31/2010

For further information concerning this matter, please call:

Leslie A. Kulick

Name of Contact Person

at ( 816 )

941-7600

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

EFFECTIVE DATE 10/31/2010

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 OCT 27 AM 9:11

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>
<u>CardFact V, Ltd.</u>	<u>Ohio</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**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>
<u>CardFact V, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

**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:

October 31, 2010

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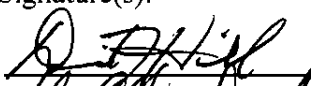
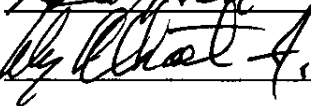
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CardFact V, Ltd		David F. Hill
CardFact V, Inc.		Wayne A. Chatham, Jr.
_____	_____	_____
_____	_____	_____

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

## 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>
CardFact V, Ltd.	Ohio	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>
CardFact V, Inc.	Florida	Corporation

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

CardFact V, Ltd. ("CFOH") will be merged into CardFact V, Inc. ("CFFL") in accordance with the provisions of the Florida Business Corporation Act and the provisions of the Ohio Revised Code Section 1705.1, et seq., whereupon the separate existence of CFOH will cease and CFFL will continue as the surviving entity . From and after October 31, 2010 at 11:59 p.m. (the "Effective Date" and the "Effective Time"), CFFL shall possess all rights, privileges, powers and franchises and be subject to all restrictions, disabilities and duties of the constituent companies, as described in the Agreement and Plan of Merger.

*(Attach additional sheet if necessary)*

**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:

As of the Effective Date and the Effective Time, the membership interests in  
CFOH shall be, without further act or deed, cancelled and extinguished. Each of  
the 1,000 shares of CFFL common stock issued, outstanding and held by the sole  
shareholder of CFFL, constituting all of the issued and outstanding capital stock  
of CFFL as of the Effective Time, shall not be affected by the merger and shall be  
and remain held by the sole shareholder and shall continue to constitute all of the  
issued and outstanding stock of CFFL.

*(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:

There are no outstanding options, warrants or other rights of any kind to acquire  
any additional member interests in CFOH.

*(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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*(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:

Pursuant to Ohio Revised Code, the merging entity states the following: (1) the merging entity will merge into the specified surviving entity; (2) the merging entity has complied with all of the laws under which it exists; (3) the laws under which the merging entity exists permit the merger; (4) the merger is authorized on behalf of the merging entity; and (5) the authorized representative is authorized to sign the certificate of merger on behalf of the merging entity.

Pursuant to the Florida Business Corporation Act (the "Florida Code"), the surviving entity states the following: \*Continued on additional sheet\*  
*(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)*

**SEVENTH** Continued

(1) the plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of the Florida Code.