

Filing Fee: See Instructions

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

DEC 30 2011

ARTICLES OF MERGER OR CONSOLIDATION INTO

trickybits LLC

(Insert full name of surviving or new entity on this line.)

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29-159730

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
trickybits LLC	limited liability company	Virginia
trickybits LLC	limited liability company	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is trickybits LLC
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

144 Wayland Avenue, Providence, RI 02906

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing January 1, 2012

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

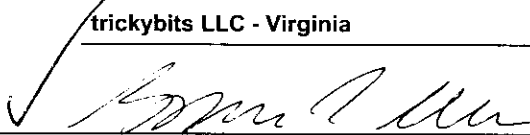
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

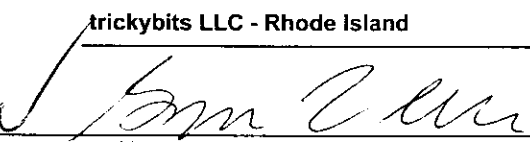
Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

trickybits LLC - Virginia

Print Entity Name
By:  _____
Name of person signing Member Title of person signing

By: _____
Name of person signing Title of person signing

trickybits LLC - Rhode Island

Print Entity Name
By:  _____
Name of person signing Manager Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is entered into on the 1st day of January, 2012 by and between **trickybits LLC**, a Virginia limited liability company ("trickybits MA") and **trickybits LLC**, a Rhode Island limited liability ("trickybits RI").

WHEREAS, trickybits VA is a limited liability company duly organized pursuant to the laws of Virginia;

WHEREAS, trickybits RI is a limited liability company duly organized pursuant to the laws of the State of Rhode Island on December 30, 2011;

WHEREAS, the members of trickybits VA and trickybits RI deem it advisable, for the general welfare and advantage of said limited liability companies and of the members of said limited liability companies, that trickybits VA merge into trickybits RI, with trickybits RI being the survivor thereof;

WHEREAS, Virginia Law, Section 13.1-1074(B) provides for the merger of a domestic limited liability company into a foreign limited liability company on certain terms and conditions; and

WHEREAS, Rhode Island General Laws, Section 7-16-59 provides for the merger of a foreign limited liability company into a domestic limited liability company on certain terms and conditions.

NOW THEREFORE, the parties hereto agree in accordance with Virginia Law and Rhode Island General Laws that trickybits VA and trickybits RI shall be merged into a single limited liability company with trickybits RI being the surviving limited liability company of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. Existence of Surviving Company. Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of trickybits RI shall continue unaffected and unimpaired by the within merger, and the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of trickybits VA shall be merged into trickybits RI, and trickybits RI shall be fully vested with each of the foregoing.

2. Effective Date of Merger and Agreement. The effective date of this Agreement and of the merger contemplated hereunder shall be January 1, 2012 (the "Effective Date of Merger"). On the Effective Date of Merger, the separate existence of trickybits VA, excepting only those matters which may be continued by statute, shall cease, and trickybits VA and trickybits RI shall become a single limited liability company, namely trickybits RI (the "Surviving LLC").

3. Operating Agreement of Surviving LLC. The operating agreement of trickybits RI as it exists on the Effective Date of Merger shall be and remain the operating agreement of Surviving LLC until it shall be altered, amended, or repealed.

4. Managers of Surviving LLC. The names of the managers of Surviving LLC, who shall serve until their successors are duly elected and qualified, are as follows:

Manager: Gyorgy Grell

5. Manner of Converting Interests of trickybits VA into Interests of Surviving LLC. The membership interests of trickybits VA shall, as of the Effective Date of Merger, cease to exist and shall be converted into membership interests of Surviving LLC on a one-to-one basis such that the members of

trickybits VA and trickybits RI shall continue to own the same proportion of membership interests in Surviving LLC.

6. Miscellaneous Provisions.

6.1. Pursuant to Rhode Island General Laws, Section 7-16-21 and Virginia Laws, Section 13.1-1074(B), this Agreement and the merger contemplated hereunder have been adopted by an affirmative vote of a majority of the members of trickybits VA and trickybits RI entitled to vote thereon. Said members of both trickybits VA and trickybits RI have duly authorized execution of Articles of Organization Surrender by the managers of each limited liability company, and the filing of such Articles of Merger with the Rhode Island Secretary of State and Articles of Organization Surrender the Virginia Secretary of State. Said members of both trickybits VA and trickybits RI have also duly authorized their respective managers to take such further action and to expend such funds as may be reasonably necessary to effectuate the transactions contemplated by this Agreement.

6.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger and Certificate of Consolidation/Merger and Cancellation contemplated hereunder by action of the members of trickybits VA or by action of the members of trickybits RI.

6.3. On the Effective Date of Merger, Surviving LLC shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of trickybits VA, all of the foregoing as provided by R.I. Gen. Laws § 7-16-63.

6.4. Surviving LLC hereby ratifies and confirms that its registered agent and registered office for service of process shall be as follows:

Orson and Brusini Ltd.
144 Wayland Avenue
Providence, RI 02906

6.5. Surviving LLC shall pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the within merger.

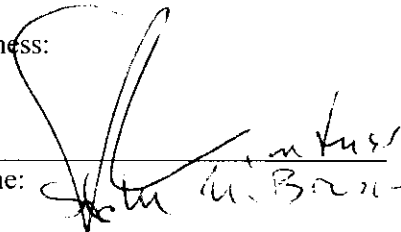
6.6. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

[the remainder of this page intentionally left blank]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized managers of trickybits LLC (VA) and trickybits LLC (RI) on the day and date first above written.

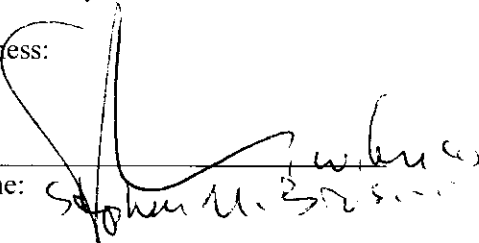
Witness:

Name:


Stephen M. Bruns

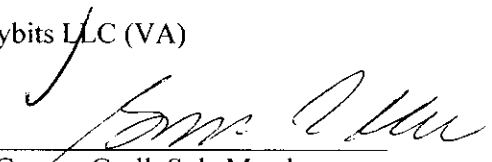
Witness:

Name:


Stephen M. Bruns

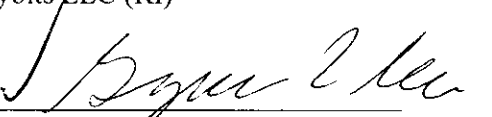
trickybits LLC (VA)

By:


Gyorgy Grell, Sole Member

trickybits LLC (RI)

By:


Gyorgy Grell, Sole Member



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

