

L0/000013828

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

T&G INVESTMENT PARTNERS, LLC

Certificate of Status	0
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Page Count	06
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ARTICLES OF MERGER
Merger Sheet

MERGING:

T&G INVESTMENT PARTNERS, INC. A FLORIDA ENTITY

into

T&G INVESTMENT PARTNERS, LLC, a Florida entity L01000013828

File date: October 19, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. T&G Investment Partners, Inc. 7131 Grand National Drive, Ste. 106 Orlando, Florida 32819	Orange County, FL	Corporation
Florida Document/Registration Number: P99000110990	FEI Number: 59-3615114	
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
T&G Investment Partners, LLC 7131 Grand National Drive, Ste. 106 Orlando, Florida 32819	Orange County, FL	Limited Liability C

Florida Document/Registration Number: LO1000013828FEI Number: 59-3738164

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1109, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

T&G Investment Partners, Inc.

Michael T. Wright, Secretary

T&G Investment Partners, LLC

Michael T. Wright, Manager

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
T&G Investment Partners, Inc.	Orange County, Florida

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
T&G Investment Partners, LLC	Orange County, Florida

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

Upon filing of these Articles of Merger, T&G Investment Partners, Inc. will cease to exist and all rights, assets, liabilities and obligations of T&G Investment Partners, Inc. shall be the rights, assets, liabilities and obligations of T&G Investment Partners, LLC to the extent that said rights and obligations do not conflict with the Articles of Organization and Operating Agreement of T&G Investment Partners, LLC. Said Operating Agreement to be the basis for all future operations and business decisions.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Said Merger to be an exact share for share exchange. All interests in T&G Investment Partners, Inc. shall exist proportionately in T&G Investment Partners, LLC.

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

Any right to acquire an interest in T&G Investment Partners, Inc. at the time of filing these Articles of Merger shall transfer and directly correspond to an interest and/or right to acquire the same interest in T&G Investment Partners, LLC.

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Ricardo H. Gonzalez

7131 Grand National Drive, Suite 106
Orlando, Florida 32819

David M. Grabosky

7131 Grand National Drive, Suite 106
Orlando, Florida 32819

Michael T. Wright

7131 Grand National Drive, Suite 106
Orlando, Florida 32819

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

It is the intention of the shareholders of T&G Investment Partners, Inc. that this merger merely result in a change of entity classification from a domestic corporation to a domestic limited liability company. Ownership shall exist as it was prior to this filing.

(Attach additional sheet(s) if necessary)

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