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Florida Department of State  
Division of Corporations  
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To: Division of Corporations \*\*\*\*\*PLEASE NOTE\*\*\*\*\*  
 Fax Number : (850)617-6380 The New Name of the Surviving  
 Entity shall be LBA Wealth  
 Management, LLC (See, FIFTH).

From: Account Name : FOWLER WHITE BOGGS BANKER - JACKSONVILLE  
 Account Number : I20040000146  
 Phone : (904)598-3100  
 Fax Number : (904)446-2636

MERGER OR SHARE EXCHANGE

LBA Financial Planning Partners, LLC

D. BRUCE

SEP 12 2008

EXAMINER

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	<del>\$100.00</del> 50.00

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**CERTIFICATE OF MERGER  
OF  
LBA WEALTH MANAGEMENT, LLC  
WITH AND INTO  
LBA FINANCIAL PLANNING PARTNERS, LLC**

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, entity type, and jurisdiction of the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LBA Wealth Management, LLC 501 Riverside Avenue, Suite 800 Jacksonville, FL 32202	Florida	Limited Liability Company

Florida Document  
Registration Number: L08000073572

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LBA Financial Planning Partners, LLC 501 Riverside Avenue, Suite 800 Jacksonville, FL 32202	Florida	Limited Liability Company

Florida Document  
Registration Number: L98000001357

**THIRD:** The attached Plan of Merger set forth on Exhibit A hereto was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger provides for an amendment to the Articles of Organization of the surviving party in accordance with Florida Statutes Section 608.4381(6)(b).

**FIFTH:** The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

**SIXTH:** The Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida.

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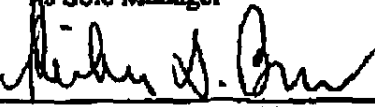
IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of the merging party and the surviving party, have executed this Certificate of Merger on behalf of each party.

LBA WEALTH MANAGEMENT, LLC,  
a Florida limited liability company

By   
Richard D. Brock, President

LBA FINANCIAL PLANNING  
PARTNERS, LLC,  
a Florida limited liability company

BY: LBA CERTIFIED PUBLIC  
ACCOUNTANTS, P.A.  
a professional corporation,  
its Sole Manager

By   
Richard D. Brock, President

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Exhibit A

Plan of Merger

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 10<sup>th</sup> day of September, 2008, by and between LBA Wealth Management, LLC, a Florida limited liability company ("LBA Wealth Management"), and LBA Financial Planning Partners, LLC, a Florida limited liability company ("LBA FPP"), for the purposes of merging on the Effective Date (as defined below) LBA Wealth Management with and into LBA FPP in accordance with the Florida Limited Liability Company Act, and the following agreements, terms and provisions set forth herein (the "Merger").

**FIRST:** The exact name, entity type, and jurisdiction of the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LBA Wealth Management, LLC 501 Riverside Avenue, Suite 800 Jacksonville, FL 32202	Florida	Limited Liability Company
Florida Document Registration Number: L08000073572		

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**SECOND:** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LBA Financial Planning Partners, LLC 501 Riverside Avenue, Suite 800 Jacksonville, FL 32202	Florida	Limited Liability Company
Florida Document Registration Number: L98000001357		

**THIRD:** On the Effective Date (as defined below) the separate existence of LBA Wealth Management (the "Merged Entity") shall cease and LBA FPP shall be the surviving entity ("Surviving Entity"). Surviving Entity shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any

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property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting member of the Merged Entity or the member of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

**FOURTH:** (A) The manner and basis of converting the membership interests of the Merged Entity, and the nature and amount of securities of the Surviving Entity, which the holders of the membership interests of the Merged Entity are to receive in exchange for such membership interest are as follows:

1. Immediately prior to the Effective Date, all of the outstanding membership interests of each of the Merged Entity and the Surviving Entity were owned and held by their single member in identical amounts and in the same proportion to one another.

2. At the Effective Date, all of the outstanding membership interests of the Merged Entity shall be canceled and extinguished and shall cease to exist without any action on the part of the holders thereof.

3. At the Effective Date, the sole member of the Surviving Entity will continue to own all of the outstanding membership interests in such capacity and in the amount and proportions as existed immediately prior to the Effective Date.

4. At the Effective Date, the outstanding membership interests of the Surviving Entity, by operation of law and without any further action on the part of the holder thereof, shall represent the membership interests of the member of the combined entity.

(B) There are no rights to acquire membership interests in either the Merged Entity or the Surviving Entity.

**FIFTH:** (A) Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be LBA Wealth Management, LLC and the Articles of Organization of the Surviving Entity are hereby amended to reflect such new name of the Surviving Entity pursuant to Florida Statutes Section 608.4381(6)(b).

(B) Articles of Organization. The Articles of Organization of LBA Financial Planning Partners, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity as amended pursuant to Article V(A) above.

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(C) Operating Agreement. The Operating Agreement of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

SIXTH: (A) Termination. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the members of the Merged Entity, if the members of the Surviving Entity, duly adopt a resolution abandoning this Plan of Merger.

(B) Effective Date. The Effective Date of the merger shall be September 10, 2008.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

LBA WEALTH MANAGEMENT, LLC,  
a Florida limited liability company

By [Signature]  
Richard D. Brock, President

LBA FINANCIAL PLANNING  
PARTNERS, LLC,  
a Florida limited liability company

BY: LBA CERTIFIED PUBLIC  
ACCOUNTANTS, P.A.  
a professional corporation,  
its Sole Manager

By [Signature]  
Richard D. Brock, President

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