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Division of Corporations

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MERGER OR SHARE EXCHANGE

FIVE X SECURITIES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$68.75

\$78.75

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EXAMINER

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ARTICLES OF MERGER**Merging****FIVE X SECURITIES, INC.,**
a Florida corporation

with and into

FIVE X SECURITIES, LLC,
a Virginia limited liability company

055008

Pursuant to Section 13.1-1072 of the Virginia Limited Liability Company Act and Section 607.1109 of the Florida Business Corporation Act, as amended, these Articles of Merger merging Five X Securities, Inc., a Florida corporation (the "Merging Entity"), with and into Five X Securities, LLC, a Virginia limited liability company (the "Surviving Entity"), provide as follows:

1. Plan of Merger. The plan of merger (the "Plan"), by which the Merging Entity shall be merged with and into the Surviving Entity, is set forth in Exhibit A, attached hereto and made a part hereof.

2. Requisite Action. The Plan was lawfully adopted as shown below:

(i) Merging Entity. The Plan was unanimously adopted by the Board of Directors of the Merging Entity and recommended to the sole shareholder of the Merging Entity and subsequently approved by the sole shareholder of the Merging Entity in accordance with Section 607.1103 of the Florida Business Corporation Act, as amended, by written consents effectively dated the 8th day of January, 2009.

(ii) Surviving Entity. The Plan was approved by the sole member of the Surviving Entity in accordance with Section 13.1-1071 of the Virginia Limited Liability Company Act by written consent of the sole member effectively dated the 8th day of January, 2009.

3. Effective Date. The merger shall be effective on the issuance by the Virginia State Corporation Commission of a certificate of merger.

4. State Law. The merger is permitted by the laws of the Commonwealth of Virginia and by the laws of the State of Florida, and in effecting the merger, each entity that is a party to the merger has complied with the laws of the jurisdiction under which it is organized.

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5. Surviving Entity Address. The address for the principal office of the Surviving Entity is as follows: 10467 White Granite Drive, Suite 300, Oakton, Virginia 22124.

6. Service of Process. The Surviving Entity appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to the merger.

7. Dissenting Shareholders. The Surviving Entity agrees to promptly pay any dissenting shareholder of the Merging Corporation the amount, if any, to which such shareholder is entitled under Section 607.1302 of the Florida Business Corporation Act, as amended.

[Signatures appear on the following page.]

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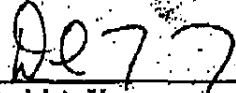
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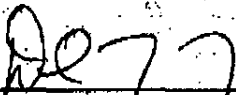
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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 8th day of January, 2009.

FIVE X SECURITIES, INC.,
a Florida corporation

By: 
Name: Daniel A. Young
Title: President and General
Supervisory Principal

FIVE X SECURITIES, LLC,
a Virginia limited liability company

By: 
Name: Daniel A. Young
Title: President and General
Supervisory Principal

(Signature Page to Articles of Merger)

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Exhibit A

PLAN OF MERGER

[See attached]

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

Between

FIVE X SECURITIES, INC.,
a Florida corporation

and

FIVE X SECURITIES, LLC,
a Virginia limited liability company

1. *Merger.* This plan of merger is adopted as of the 8th day of January, 2009, by Five X Securities, Inc., a Florida corporation (the "Corporation"), and Five X Securities, LLC, a Virginia limited liability company (the "LLC"). The Corporation shall, upon the issuance by the Virginia State Corporation Commission of a certificate of merger (the "Effective Time"), be merged (the "Merger") with and into the LLC. The LLC shall be the surviving entity (the "Surviving Entity") in the Merger and shall continue its limited liability company existence under the laws of the Commonwealth of Virginia. Upon consummation of the Merger, the separate corporate existence of the Corporation shall cease.

2. *Manner and Basis of Conversion of Shares of the Corporation Into Membership Interests.* (a) At the Effective Time, the issued and outstanding shares of common stock of the Corporation (the "Common Stock"), all of which are held by CD5x Capital, LLC, a Virginia limited liability company (the "Sole Shareholder" or "CD5x Capital"), shall, by virtue of the Merger and without any action on the part of the Corporation, the LLC or the Sole Shareholder, be changed and converted automatically into a hundred percent (100%) membership interest in the Surviving Entity (the "100% Membership Interest"). As a result of the Merger, the Sole Shareholder of the Corporation shall become the sole member of the Surviving Entity.

Until surrendered, the outstanding certificate that prior to the Merger represented all of the issued and outstanding shares of Common Stock of the Corporation shall be deemed for all purposes to evidence the 100% Membership Interest in the Surviving Entity. Unless waived by the Surviving Entity, no allocations, payments or distributions will be paid to the Sole Shareholder until such Sole Shareholder shall have surrendered the certificate evidencing its ownership of the Common Stock of the Corporation; *provided, however*, that when such certificate shall have been so surrendered, there shall be paid to the Sole Shareholder thereof, but without interest thereon, all allocations, payments and other distributions payable subsequent to and in respect of any record date after the Effective Time that have not been paid as a result of the foregoing.

(b) At the Effective Time, each issued and outstanding share of Common Stock of the Corporation shall be canceled without any action on the part of the Sole Shareholder thereof, and the Sole Shareholder of the certificate representing

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all such shares of such Common Stock shall thereafter cease to have any rights with respect to such Common Stock, other than the right to receive the 100% Membership Interest in the Surviving Entity in accordance with subsection (a) above.

(c) At the Effective Time, the membership interest in the LLC issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

3. *Articles of Organization and Operating Agreement.* The Articles of Organization of the LLC in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity thereafter, until duly amended in accordance with their terms and the Virginia Limited Liability Company Act. The Operating Agreement of the LLC in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity to be effective as of the Effective Time, and to remain in effect until duly amended in accordance with its terms and the Virginia Limited Liability Company Act.

4. *Transfer of Assets and Liabilities.* At the Effective Time, all assets and property then owned by the Corporation shall immediately by operation of law and without any conveyance, transfer or further action become the property of the Surviving Entity. The Surviving Entity shall be deemed to be a continuation of each of the Corporation and the LLC, and shall succeed to the rights and obligations of the Corporation and the LLC and the duties and liabilities connected therewith.

5. *Modifications and Termination.* This Plan of Merger may be amended, modified or abandoned at any time prior to the Effective Time by a vote of the majority of the members of the Board of Directors of the Corporation and with the approval of the sole managing member of the LLC.

6. *Manager of the Surviving Entity; Business Address of the Manager.* CD5x Capital, the sole managing member of the LLC prior to the Effective Time, shall continue to be the sole managing member of the Surviving Entity thereafter, until the Operating Agreement of the Surviving Entity is amended in accordance with its terms and the Virginia Limited Liability Company Act. The business address of the sole managing member of the Surviving Entity is as follows: CD5x Capital, LLC, 10467 White Granite Drive, Suite 300, Oakton, Virginia 22124.

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IN WITNESS WHEREOF, the parties have caused this plan of merger to
be executed as of the day and year first above written.

FIVE X SECURITIES, INC.

a Florida corporation

By: 

Name: Daniel A. Young

Title: President and General
Supervisory Principal

FIVE X SECURITIES, LLC,

a Virginia limited liability company

By: 

Name: Daniel A. Young

Title: President and General
Supervisory Principal

(Signature Page to Plan of Merger)

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