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NO. 882 P. 1 of 1

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MERGER OR SHARE EXCHANGE

EXFUZE, LLC

Certificate of Status	0
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EXAMINER

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Help

CERTIFICATE OF MERGER
OF
EXFUZE, LLLP
(a Florida Limited Liability Limited Partnership)
WITH AND INTO
EXFUZE, LLC
(a Delaware Limited Liability Company)

Pursuant to 620.2108, Florida Statutes

1. The name and form of each constituent organization and the jurisdiction of its governing law are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form</u>
1) Exfuze, LLLP	Florida	Limited Liability Limited Partnership
2) Exfuze, LLC	Delaware	Limited Liability Company

2. The name, form and jurisdiction of the surviving organization are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form</u>
Exfuze, LLC	Delaware	Limited Liability Company

3. The date the merger shall become effective would be as of the date on which a Certificate of Merger is filed with the Florida Department of State and with the Secretary of State of the State of Delaware.

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

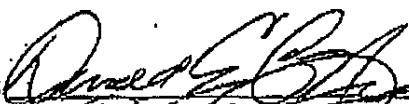
5. The merger was approved and the Certificate of Merger was executed in accordance with the laws of each constituent organization's applicable jurisdiction.

(Signature Page Follows)

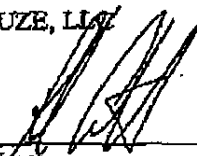
6. Signature(s) for Each Party:

EXFUZE, LLLP

By: Bluewater Unlimited Corp., its general partner

By: 
Name: PRESIDENT
Title:

EXFUZE, LLLP

By: 
Name: CEO
Title:

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AGREEMENT AND PLAN OF MERGER**BY AND BETWEEN**

EXFUZE, LLLP
(a Florida limited liability limited partnership)

AND

EXFUZE, LLC
(a Delaware limited liability company)

This AGREEMENT AND PLAN OF MERGER entered into on March 5, 2009 by and between EXFUZE, LLLP ("LLLP"), and approved by resolution adopted by its limited partners and its general partner on said date, and EXFUZE, LLC ("LLC"), and approved by resolution adopted by its sole member on said date.

WHEREAS, LLLP is a limited liability limited partnership of the State of Florida with its principal office therein located at 11760 U.S. Highway One, Suite 501, Palm Beach Gardens, Florida 33408; and

WHEREAS, LLC is a limited liability company of the State of Delaware with its registered office therein located at c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808; and

WHEREAS, the Florida Revised Uniform Limited Partnership Act of 2005 (the "Florida Act") permits a merger of a limited liability limited partnership of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Delaware Limited Liability Company Act of the State of Delaware (the "Delaware Act") permits the merger of a limited liability limited partnership of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, LLLP and LLC, the general partner and limited partners of LLLP and the sole member of LLC, declare it advisable and to the advantage, welfare, and best interests of LLLP and LLC and their respective partners and members to merge LLLP with and into LLC pursuant to the provisions of the Delaware Act and pursuant to the provisions of the Florida Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by LLC and approved by a resolution adopted by its sole member and being thereunto duly entered into by LLLP and approved by a resolution adopted by its general partner and consented to in writing by its limited partners, this

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Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. LLC and LLLP shall, pursuant to the provisions of the Delaware Act and the provisions of the Florida Act, be merged with and into a single limited liability company, to wit, Exfuze, LLC, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Delaware Act. The separate existence of LLLP, which is sometimes hereinafter referred to as the "terminating entity," shall cease to exist at said effective time in accordance with the provisions of the Florida Act.

2. A copy of the Certificate of Formation of the surviving company as the same shall be in force and effect in the State of Delaware at the effective time of the merger herein provided for is available for review at 11760 U.S. Highway One, Suite 501, Palm Beach Gardens, Florida 33408, the principal place of business of the LLC; and said Certificate of Formation shall continue to be the Certificate of Formation of said surviving company until amended and changed pursuant to the provisions of the Delaware Act.

3. The limited liability company agreement, a copy of which is available for review at 11760 U.S. Highway One, Suite 501, Palm Beach Gardens, Florida 33408, the principal place of business of the LLC, will be the limited liability company agreement of the surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Act.

4. The officers in office of the surviving company at the effective time of the merger shall be the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company agreement of the surviving company.

5. Each unit of limited liability limited partnership interest of the terminating entity that was issued to the general partner of the terminating entity shall, from and after the effective time of the merger, and without any further action on the part of any party hereto, be exchange for one hundred Class A voting units of limited liability company interest in the surviving corporation. Each issued unit of limited liability limited partnership interest of the terminating entity that was issued to a limited partner shall, from and after the effective time of the merger, and without any further action on the part of any party hereto, shall be exchange for one hundred Class B non-voting units of limited liability company interest in the surviving corporation. The membership interest of the surviving company shall not be converted or exchanged in any manner, but each said interest shall continue.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating entity in accordance with the provisions of the

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Florida Act and upon behalf of the surviving company in accordance with the provisions of the Delaware Act, the parties hereto agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The general partner of the terminating entity and the Board of Managers of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida and the State of Delaware, shall be the date upon which a Certificate of Merger is filed in the State of Florida and in the State of Delaware.

9. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida in the event that the general partner of the terminating entity and the sole member of the surviving company shall deem such termination to be in the best interest of such entities.

10. The parties hereby agree and adopt the Certificates of Merger attached hereto as Exhibit A.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the parties hereto.

Dated: March 5, 2009

EXFUZE, LLLP

By: [Signature]

Name: Richard Cotton
Title: CEO

Dated: March 5, 2009

EXFUZE, LLC

By: [Signature]

Name: DONALD E. COTTON
Title: President

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