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FOLEY LARDNER

NO. 2908

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# Florida Department of State

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Division of Corporations  
Fax Number : (850) 205-0380

Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904) 359-2000  
Fax Number : (904) 359-8700

## MERGER OR SHARE EXCHANGE

RLS GROUP ONE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$86.25

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
RLS GROUP TWO WITH AND INTO RLS GROUP ONE, LTD.**

Pursuant to the provisions of Sections 620.201 and 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) (the "LP Act") and Section 620.8905 of the Florida Revised Uniform Partnership Act of 1995 (the "GP Act"), the undersigned enter into these Articles of Merger by which RLS Group Two, a Florida general partnership, shall be merged with and into RLS Group One, Ltd., a Florida limited partnership, and RLS Group One, Ltd. shall be the surviving business entity in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 620.202 of the LP Act. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Department of State.

THIRD, the Plan was adopted on 4/1, 2004, pursuant to Section 620.8905 of the GP Act, by unanimous written consent of the director of RLS Consulting & Investments, Inc. (the managing general partner of RLS Group Two (the "Merging Partnership")) and the general partners of the Merging Partnership, in accordance with the provisions of the Merging Partnership's Partnership Agreement and applicable laws of the State of Florida.

FOURTH, the Plan was adopted on 4/1, 2004, pursuant to Sections 620.202 and 620.203 of the LP Act, by unanimous written consent of the director of RLS Consulting & Investments, Inc. (the sole general partner of RLS Group One, Ltd. (the "Surviving Partnership")), and the limited partners of the Surviving Partnership, in accordance with the provisions of the Surviving Partnership's Agreement of Limited Partnership and applicable laws of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed by RLS Group Two, as the merging general partnership, and by RLS Group One, Ltd., as the surviving limited partnership, this 1st day of April, 2004.

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WITNESSES

Alexander P. Jones  
D. Brian Smith

RLS GROUP TWO,  
a Florida general partnership

By: RLS CONSULTING & INVESTMENTS,  
INC., a Florida corporation, its managing  
general partner

By: Robert L. Stein  
Robert L. Stein, President  
121 West Forsyth Street, Suite 810  
Jacksonville, FL 32202

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESSES

Alexander P. Jones  
D. Brian Smith

RLS GROUP ONE, LTD.,  
a Florida limited partnership

By: RLS CONSULTING & INVESTMENTS,  
INC., a Florida corporation, its sole  
general partner

By: Robert L. Stein  
Robert L. Stein, President  
121 West Forsyth Street, Suite 810  
Jacksonville, FL 32202

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STATE OF FLORIDA  
COUNTY OF DUVAL

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The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2004, by Robert L. Stein, President of RLS Consulting & Investments, Inc., the managing general partner of RLS Group Two and the general partner of RLS Group One, Ltd. Such person did take an oath and: (notary must check applicable box)

- ☒ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

D. Brian Smith  
Signature of Notary

D. BRIAN SMITH

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### PLAN AND AGREEMENT OF MERGER

This Agreement, dated as of 4/1, 2004, between RLS Group One, Ltd., a Florida limited partnership (the "Surviving LP") and RLS Group Two, a Florida general partnership (the "Merging GP").

### WITNESSETH:

WHEREAS, the Merging GP and the Surviving LP deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging GP be merged with and into the Surviving LP, and that the Surviving LP be the surviving business entity;

NOW, THEREFORE, it is agreed as follows:

#### Section 1

##### Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging GP shall be merged with and into the Surviving LP, with the Surviving LP as the surviving business entity.

1.2 Upon the effective date of the merger, each unit of general partnership interest in the Merging GP which is issued and outstanding shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and .073 partnership interests in the Surviving LP shall be issued in consideration for each one percent (1%) interest in the Merging GP.

1.3 The limited partnership agreement of the Surviving LP prior to the effective date of the merger shall continue as limited partnership agreement of the Surviving LP on and after the effective date of the merger

#### Section 2

##### Effective Date

2.1 The merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**Section 3****Effect of Merger**

3.1 At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the Florida Revised Uniform Partnership Act and the Florida Revised Uniform Limited Partnership Act (collectively, the "Acts"). Without limiting the generality of such provisions, at the effective time of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging GP shall vest in the Surviving LP, and all debts, liabilities, duties and obligations of the Merging GP shall become the debts, liabilities, duties and obligations of the Surviving LP.

**Section 4****Amendment and Termination**

4.1 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving LP and the Merging GP to the extent permitted by Florida law.

4.2 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving LP and the Merging GP.

**Section 5****Covenants and Agreements**

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Acts. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving LP with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging GP, the general partner of the Surviving LP is fully authorized, in the name of the Merging GP or otherwise, to take all such lawful and necessary action.

**Section 6****General Partner of Surviving LP**

6.1 As evidenced by its signature affixed here, the general partner of the Surviving LP hereby consents to continuing to be the general partner of the Surviving LP. The name and business address of the general partner of the Surviving LP is:

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Name

RLS Consulting & Investments, Inc.

Address

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
121 West Forsyth Street, Suite 810  
Jacksonville, FL 32207


IN WITNESS WHEREOF, the Surviving LP and the Merging GP have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving LP:**

RLS GROUP ONE, LTD., a Florida limited partnership

By: RLS Consulting & Investments, Inc., a Florida  
corporation, as general partner

By:


  
Robert L. Stein, President

**The Merging GP:**

RLS GROUP TWO, a Florida general partnership

By: RLS Consulting & Investments, Inc., a Florida  
corporation, as managing general partner

By:

  
Robert L. Stein, President