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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 06 2015

C. CARROTHERS

**ADVANTAGE**  
**CAPITAL**  
P A R T N E R S

December 30, 2014

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of:  
**Advantage Capital Partners I, Limited Partnership**, a  
Florida limited partnership, with and into **Advantage Capital  
Management Company of Missouri, L.L.C.**, a Missouri  
limited liability company

Gentlemen and Mesdames,

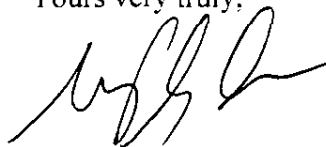
Enclosed is a document styled Articles of Merger and Certificate of Merger for the merger referenced above. This Merger has an effective date of 3:00 pm, Central Standard Time, December 31, 2014.

Enclosed is a check in the amount of \$105.00 in payment of the filing fee.

If the enclosed Document is in order, please place it in line for filing with the requested effective date. Once filed, you may send evidence of the merger to my attention at the above address.

Of course if you have questions, please call me at 504-723-8617.

Yours very truly,



W. Philip Clinton

**ARTICLES OF MERGER  
And  
CERTIFICATE OF MERGER  
of  
ADVANTAGE CAPITAL FLORIDA  
PARTNERS I, LIMITED PARTNERSHIP  
INTO  
ADVANTAGE CAPITAL MANAGEMENT  
COMPANY OF MISSOURI, L.L.C.**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Advantage Capital Florida Partners I, Limited Partnership and Advantage Capital Management Company of Missouri, L.L.C., acting through their undersigned Authorized Representatives, hereby certify that:

1. The names, forms and jurisdictions of governing law of each constituent entity to the Plan and Agreement of Merger are:

(a) Advantage Capital Florida Partners I, Limited Partnership, a Florida limited partnership, and

(b) Advantage Capital Management Company of Missouri, L.L.C., a Missouri limited liability company.

2. The Plan and Agreement of Merger has been duly authorized and approved by each constituent entity in accordance with Missouri Rev. Stat. 347.720 and Fla. Stat. Section 620.2107(1).

3. The effective date of the merger is: 3:00 pm, Central Standard Time, on December 31, 2014.

4. The name of the surviving entity is: ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., a limited liability company governed by the laws of the State of Missouri.


5. The Articles of Organization and Operating Agreement of ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, shall be its Articles of Organization and Operating Agreement, respectively, following the Effective Time, no changes thereto being desired.

6. The executed Plan and Agreement of Merger is on file at the principal place of business of ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, with principal place of business address at 909 Poydras Street, Suite 2230, New Orleans, Louisiana 70112, which shall also serve as the street and mailing address of the office of the surviving entity that the Florida Department of State may use for the purposes of Fla.Stat. Section 620.2109(2).

7. A copy of such Plan and Agreement of Merger will be furnished by ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, on request and without cost, to any partner or member, as the case may be, of any constituent entity to the Plan and Agreement of Merger.


**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be signed on this 30 day of December 2014.

**ADVANTAGE CAPITAL MANAGEMENT  
COMPANY OF MISSOURI, L.L.C.**

By:   
Name: Michael T. Johnson  
Title: Authorized Manager

**ADVANTAGE CAPITAL FLORIDA  
PARTNERS I LIMITED PARTNERSHIP**

By: Advantage Capital FL GP I, L.L.C.

By:   
Name: Michael T. Johnson  
Title: Authorized Manager