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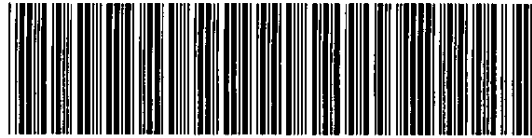
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/29/09--01006--001 **35.00

06/18/09--01012--001 **25.00

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T. CLINE

JUN 29 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 19, 2009

GREGORY CLARK
1201 SOUTH HIGHLAND AVENUE
SUITE 9
CLEARWATER, FL 33756

SUBJECT: ACF CONSULTING, INC.
Ref. Number: F01000006068

We have received your document for ACF CONSULTING, INC. and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 209A00020939

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Phone (727) 446-1200

Gregory D. Clark, P.A.

Fax (727) 446-2334

Attorney at Law

A chartered professional association

June 17, 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **ACF CONSULTING, INC.**, a Florida Foreign Profit corporation
Your Document No.: F01000006068

To Whom It May Concern:


Enclosed herewith please find a Certificate of Merger for Florida Limited Liability Company with attached Agreement and Plan of Merger along with our check in the amount of \$25.00 for the filing of same.

Please return all correspondence concerning this matter to:

Gregory D. Clark, P.A.
1201 S. Highland Ave, Ste 9
Clearwater, FL 33756

Should you have any questions please contact us at 727-446-1200.

Very truly yours,



Gregory D. Clark

GDC/ko
Enc.

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TALLAHASSEE, FLORIDA

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the merging party is as follows: DUFCON, LLC, a Florida Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows: ACF CONSULTING, INC. a Delaware corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: June 30th, 2009.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: 7700 Blue Spring Drive, Land O Lakes, Florida 34637.

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity: N/A

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a surviving party is qualified to transaction business in FL under Document No. F01000006068.

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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NINTH: Signature(s) for Each Party:

DUFCON, LLC

BY: 

Christopher J. Dufala, Sole Managing Member &
Sole membership interest owner & holder

Fees: For each Limited Liability Company: \$25.00

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**AGREEMENT AND PLAN OF MERGER
OF ACF CONSULTING, INC.
A DELAWARE CORPORATION,
AND
DUFCON, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

THIS AGREEMENT AND PLAN OF MERGER dated this 16th day of June, 2009 (the "Agreement") is between ACF Consulting, Inc., a Delaware corporation ("ACF Delaware"), and Dufcon, LLC, a Florida limited liability company ("Dufcon Florida"). ACF Delaware and Dufcon Florida are sometimes referred to herein as the "Constituent Entities."

RECITALS

A. ACF Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has 100 shares, \$.001, par value, of authorized capital stock all of which are designated "Common Stock". As of June 15th, 2009, 100 shares of Common Stock were issued and outstanding, all of which are held by Adam C. Ford.

B. Dufcon Florida is a limited liability company duly organized and existing under the laws of the State of Delaware and has 100 units of membership all of which units are of a single class. As of June 15th, 2009, all units of membership were issued and outstanding, all of which are held by Christopher J. Dufala.

C. The Member of Dufcon Florida has determined that, for the purpose of effecting a full and complete merger into a Delaware corporation, it is advisable and in the best interests of Dufcon Florida and its member that Dufcon Florida merge with and into ACF Delaware upon the terms and conditions herein provided.

D. The Shareholder of ACF Delaware has determined that, for the purpose of effecting a full and complete merger it is advisable and in the best interests of ACF Delaware and its shareholder

that Dufcon Florida merge with and into ACF Delaware upon the terms and conditions herein provided.

E. In agreeing to said merger both the board of directors of ACF Delaware and the member of Dufcon Florida intend that the merger qualify for and be afforded the non-recognition of gain provided under Section 368(a) of the I.R.C.

F. The Board of Directors of ACF Delaware and the Member of Dufcon Florida have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and members and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, ACF Delaware and Dufcon Florida hereby agree as follows:

ARTICLE I MERGER

A. Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, Dufcon Florida shall be merged with and into ACF Delaware said act hereinafter referred to as (the "Merger"), the separate existence of Dufcon Florida shall cease and ACF Delaware shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. ACF Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be ACF Consulting, Inc.

B. Filing and Effectiveness. The Merger shall be effective as of June 30th provided the following actions have been completed:

1. This Agreement and the Merger shall have been adopted and approved by the shareholders and members of each Constituent Entity in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act;

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2. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

and

3. An executed Certificate of Merger or an executed, acknowledged and, if required, a certified counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act shall have been filed with the respective Secretaries of the State of Delaware and Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

C. Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Dufcon Florida shall cease and ACF Delaware, as the Surviving Corporation shall:

1. Continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger,

2. Shall be subject to all actions previously taken by it and Dufcon Florida,

3. Shall succeed, without other transfer, to all of the assets, rights, powers and property of Dufcon Florida in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law,

4. Continue to be subject to all of its own debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger,

5. Succeed, without other transfer, to all of the debts, liabilities and obligations of Dufcon Florida in the same manner as if ACF Delaware had itself incurred them, all as more fully

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provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

A. Certificate of Incorporation. Upon the effectiveness of the Merger, the Certificate of Incorporation of ACF Delaware as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law, provided however, that authorized but unissued shares of the surviving corporation as well as treasury shares, if any, may not be issued unless approval is obtained by 100% vote of all the outstanding shareholders of the surviving corporation.

B. Bylaws. The Bylaws of ACF Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

C. Directors and Officers. The directors and officers of ACF Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation. Provided however: That a new officer position shall be created, Vice President, and filled by Christopher Dufala.

ARTICLE III

MANNER OF CONVERSION OF SECURITIES

A. Dufcon Florida Common Stock; Surrender of 37 Shares of ACF Consulting, Inc.. Upon the Effective Date of the Merger, all 100 outstanding membership units of Dufcon Florida presently held by Christopher J. Dufala as sole membership interest owner immediately prior

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thereto shall, by virtue of the Merger and without any action by the Constituent Entities, be changed and converted into and exchanged for 37 fully paid and nonassessable shares of Common Stock, \$0.001 par value, respectively, of the Surviving Corporation such that Christopher J. Dufala shall own 37% of the total outstanding shares of stock of ACF Delaware. Said shares shall be issued by and from the surviving corporation. To facilitate and effectuate this, Adam C. Ford shall surrender to the surviving corporation 37 shares (of his presently outstanding 100 shares) thus achieving a post merger share ownership in the surviving corporation as follows: 63% FORD, 37% DUFALA

B. Warranty of Shareholders & Directors. In as much as the signatory hereunder constitute all shareholders and directors of ACF Delaware and members of Dufcon Florida they hereby warrant: (i) that there exists no options, warrants, or rights of purchase regarding any stock whether outstanding or not, or in their names or others; (ii) that combined, DUFCON Florida and ACF Delaware as of the execution of this indenture have less than \$100,000,000.00 in assets and less than \$10,000,000.00 in annual sales, (iii) that they are the only parties involved in this transaction and that no public offering or sale to third parties is being made as a result of this merger.

C. Fractional Shares. No fractional shares shall be issued by the Surviving Corporation upon the conversion of any membership unit of Dufcon Florida into Common Stock of the Surviving Corporation. If the conversion would result in the issuance of a fractional share of Common Stock, the Surviving Corporation shall, in lieu of issuing the fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the surviving Corporation).

D. ACF Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of ACF Delaware issued and outstanding immediately prior thereto (same being held 100% by Adam C. Ford) shall, by virtue of the Merger remain in full force and effect, but diluted to represent 63% of the total issued and outstanding shares of stock of the surviving corporation.

E. Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing membership units of Dufcon Florida shall surrender the same for cancellation to the transfer agent and registrar for the Common Stock of the Surviving Corporation, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's capital stock into which the surrendered membership units were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing membership units of Dufcon Florida shall be deemed for all purposes to represent the number, (37), of whole shares of the Surviving Corporation's capital stock into which such shares of Dufcon Florida capital stock were converted in the Merger. Likewise, until surrender and reissuance as described in paragraph A of this Article of FORD's stock takes place, FORD's old outstanding share certificate shall be deemed to represent the number (63) of whole shares of the surviving corporation's capital stock.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, if such certificate(s) shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise and voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as previously existed unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

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No certificate for shares of ACF Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefore is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in

proper form for transfer, that such transfer otherwise be proper, it being understood between the parties hereto that the exchange and transfer of shares contemplated hereunder abide by the strict requirement of the exemption set forth under the Securities Act of 1933 Section 4(2), and the non-recognition of gain provided under Section 368(a) of the I.R.C.

ARTICLE IV

GENERAL

A. Covenants of ACF Delaware. ACF Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

1. Qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of the Florida Business Corporations Act;

2. File any and all documents with the appropriate Florida tax authorities necessary for the assumption by ACF Delaware of all of the franchise tax liabilities of Dufcon Florida;

3. Take such other actions as may be required by the Florida Business Corporations Act.

B. Further Assurances. From time to time, as and when required by ACF Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Dufcon Florida such deeds and other instruments, and there shall be taken or caused to be taken by ACF Delaware and Dufcon Florida such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by ACF Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Dufcon Florida and otherwise to carry out the purposes of this Agreement, and the officers and directors of ACF Delaware are fully authorized in the name and on behalf of Dufcon Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

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C. Abandonment. At any time before the filing of this Agreement with the Secretary of State of the State of Delaware, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Dufcon Florida or ACF Delaware, or both, notwithstanding the approval of this Agreement by the members of Dufcon Florida or by the sole stockholder of ACF Delaware, or by both.

D. Amendment. The Board of Directors or members (as the case may be) of the Constituent Entities may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of Florida and Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders/members of either Constituent Entities shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Entities, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Entities.

E. Registered Office.

1. Delaware: The registered office of the Surviving Corporation in the State of Delaware is located at 1220 N. Market Street, Suite 808, Wilmington, Delaware, 19801, County of New Castle and American Incorporators LTD is the registered agent of the Surviving Corporation at such address.

2. Florida: The registered office of the Surviving Corporation in the State of Florida is located at 7700 Blue Spring Drive, Land O Lakes, Florida 34637 County of Pasco and Angela Ford is the registered agent of the Surviving Corporation at such address.

F. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 7700 Blue Spring Drive, Land O Lakes, Florida 34637,

Florida and copies thereof will be furnished to any shareholder of either Constituent Entities, upon request and without cost.

G. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

H. Counterparts. In order to facilitate and expedite the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument. Furthermore the forms provided by the State of Florida and Delaware are hereby formally adopted to be used and completed as necessary to achieve compliance with each jurisdiction's requirements in approving this merger, it being understood that said forms are only a reflection of those parts of this agreement necessary to satisfy the minimum filing requirements of each state's law.

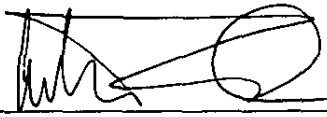
IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of ACF Delaware and Dufcon Florida, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

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ACF CONSULTING, INC.
a Delaware corporation

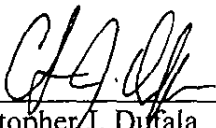
By: 
Adam C. Ford
President and Chief Executive Officer

ATTEST:

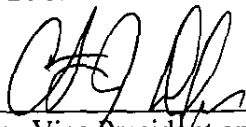

Senior Vice President and Chief
Financial Officer

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DUFCON, LLC
a Florida ~~corporation~~ Limited Liability Company

By: 
Christopher J. Dufala
President and Chief Executive Officer
Sole Managing Member and Sole Membership
Interest holder & owner of Dufcon, LLC

ATTEST:


Senior Vice President and Chief
Financial Officer
Sole Managing Member and Sole Membership
Interest holder & owner of Dufcon, LLC

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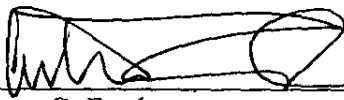
ACF CONSULTING, INC.
(Surviving Corporation)

OFFICERS' CERTIFICATE

Adam C. Ford certifies that:

1. He is the President, Chief Executive Officer and Chief Financial Officer of ACF Consulting, Inc., a corporation organized under the laws of the State of Delaware.
2. The corporation has authorized only one class of stock, designated "Common Stock".
3. There are 100 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). There are no shares of Preferred Stock outstanding.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of 100% of the outstanding shares of Common Stock of the Corporation.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock. Indeed, it was unanimous.
6. The undersigned further declares under penalty of perjury under the laws of the State of Florida that he has read the foregoing certificate and knows the contents thereof and that the same is true and correct of his own knowledge.

Executed in Clearwater, FL on 6/16 2009.



Adam C. Ford
President and Chief Executive Officer

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STATE OF FLORIDA
COUNTY OF PINELLAS

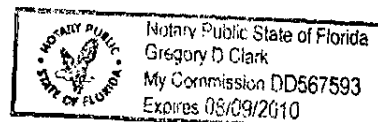
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ADAM C. FORD, President and Chief Executive Officer of ACF Consulting, Inc., known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and is personally known to me or has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of June, 2009.



Notary Public

My commission expires:



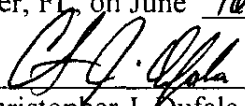
DUFCON, LLC
(a Florida Limited Liability Company)

OFFICERS' CERTIFICATE

Christopher J. Dufala certifies that:

1. He is the sole Member of Dufala, LLC, a Florida limited liability company, organized under the laws of the State of Florida.
2. The Limited Liability Company has authorized only one class of member interest certificate.
3. There are 100 shares of member interest outstanding and entitled to vote on the merger.
4. The principal terms of the Merger Agreement were approved by the sole membership interest holder and managing member by unanimous vote.
5. The undersigned further declares under penalty of perjury under the laws of the State of Florida that he has read the foregoing certificate and knows the contents thereof and that the same is true and correct.

Executed in Clearwater, FL, on June 16th 2009.



Christopher J. Dufala,
Sole Managing Member and Sole Membership
Interest holder & owner of Dufcon, LLC

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHRISTOPHER J. DUFALA, Sole Managing Member and Sole Membership interest holder & owner of Dufcon, LLC, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and is personally known to me or has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of June, 2009.



Notary Public

My commission expires:

