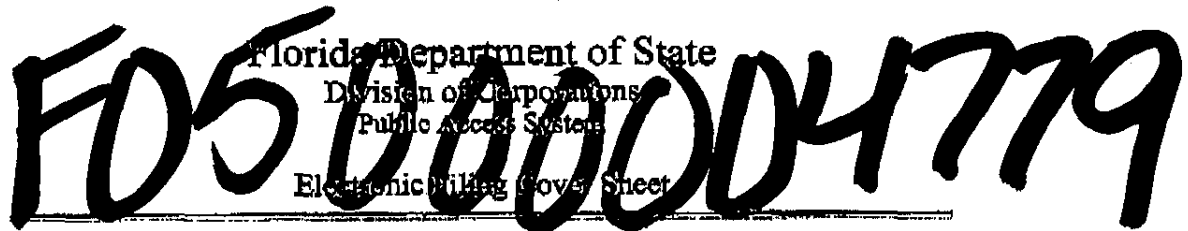


Division of Corporations

Page 1 of 1



Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000148795 3)))



H070001487953AB08

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN -4 AM 8:21

FILED

MERGER OR SHARE EXCHANGE

CUBELLIS INC.

Certificate of Status	0
Certified Copy	0
Page Count	14 12
Estimated Charge	\$87.50

Please backdate
to:
June 4th
Thank
You!

RECEIVED

07 JUN -8 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

EFFECTIVE DATE 6-4-07

6/4/2007

850-205-0381

6/8/2007 8:38

PAGE 001/001

Florida Dept of State



June 8, 2007

FLORIDA DEPARTMENT OF STATE
Division of CorporationsJLT ARCHITECTURE & CONSULTING, LLC
9710 WINCHESTER WOOD
NAPLES, FL 34109SUBJECT: JLT ARCHITECTURE & CONSULTING, LLC
REF: L04000041428FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing.

In article v (a) the effective date listed is June 1. Please correct the document and resubmit.

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
Document SpecialistFAX Aud. #: H07000148795
Letter Number: 107A00039035

Please backdate
to:
June 4th
Thank
You!

P.O BOX 6327 - Tallahassee, Florida 32314

FILED

07 JUN -4 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JLT Architecture & Consulting, LLC	Florida	Limited Liability Company

104000041428

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cubellis Inc.	Massachusetts	Corporation

FD5000004779

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.

1 of 6

EFFECTIVE DATE 6-4-07

71,090 - (12/30/2006) C.T. System Online

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:

Upon Filing

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:

Cubellis Inc.

281 Summer Street

Boston MA 02210

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:

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

Mailing address: N/A

2 of 6

KL000 - 127200001 C7 System On-Site

07 JUN -4 AM 8:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

NINTH: Signature(s) for Back Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WIT PROTECTIVES SECURITY, INC.	<i>[Signature]</i>	JONATHAN LITOU
Gubellis, Inc.	<i>[Signature]</i>	Susan M. Pickard

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$32.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

Certified Copy (optional): **\$30.00**

3 of 6

RECEIVED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JLT Architecture & Consulting, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cobellia Inc.	Massachusetts	corporation

THIRD: The terms and conditions of the merger are as follows:

See attached plan of merger

(Attach additional sheet if necessary)

4 of 6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN -4 AM 8:21

FILED

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached plan of merger

(Attach additional sheet if necessary)

B. The manner and basis of converting ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached plan of merger

(Attach additional sheet if necessary)

5 of 6

FD-000 - 11/08/2005 CT System Edition

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached plan of merger

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached plan of merger

(Attach additional sheet if necessary)

6 of 6

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made as of the 1st day of June, 2007 by and between Cubellis Inc., a Massachusetts corporation, qualified as a foreign corporation in Florida ("Cubellis") and JLT Architecture & Consulting, LLC, a Florida limited liability company ("JLT").

WITNESSETH

WHEREAS, Cubellis is duly organized and existing under the laws of the Commonwealth of Massachusetts, having been incorporated on December 31, 1986, and having qualified to do business as a foreign corporation in the State of Florida as of August 16, 2005; and

WHEREAS, JLT was duly organized and existing under the laws of the State of Florida as a limited liability company on May 27, 2004; and

WHEREAS, the Board of Directors and all of the Shareholders of Cubellis and the managers and the sole member of JLT deem it advisable and for the best interests of said companies that JLT be merged with and into Cubellis with Cubellis as the surviving corporation as authorized by Florida pursuant to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

ARTICLE I
MERGER AND NAME OF SURVIVING CORPORATION

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective upon filing ("Effective Date"), JLT shall be merged with and into Cubellis. The following is stated in accordance with Section 608.438 of the Limited Liability Act of the State of Florida:

Name and jurisdiction of the surviving corporation: Cubellis Inc., a Massachusetts corporation

Name and address of corporation proposing to merge: JLT Architecture & Consulting, LLC, 2770 South Horseshoe Drive, Suite 5, Naples, FL 34104

Cubellis, Inc. shall survive the merger and shall continue its corporate existence governed by the laws of the Commonwealth of Massachusetts. JLT shall not survive the merger contemplated herein and its separate existence shall cease as provides in Section 608.4383 of the laws of the State of Florida upon the Effective Date.

ARTICLE II
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

- (1) JLT and Cubellis shall become a single company with JLT merging with and into Cubellis, which shall be the surviving corporation;
- (2) The separate existence of JLT shall cease in accordance with the laws of the State of Florida;
- (3) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of JLT shall be transferred to, vested in and

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

devolve into Cubellis without further act or deed and all property, rights, and every other interest of JLT shall be the property of Cubellis;

- (4) All corporate acts, plans, policies, contracts, approvals and authorizations of JLT and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of Cubellis and shall be as effective and binding thereon as the same were with respect to JLT;
- (5) The assets, liabilities, reserves and accounts of JLT shall be recorded on the books of Cubellis in the amounts at which they, respectively, had been carried on the books of JLT subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

ARTICLE III
SURRENDER AND CANCELLATION OF JLT MEMBERSHIP INTERESTS

The manner and basis of converting the issued and outstanding membership interests of JLT into shares of Cubellis and the mode of carrying the merger into effect are as follows:

Subject to the provisions of a certain Merger Agreement of even date, each membership interest issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and be converted into the right to receive such payment or number of shares of Cubellis Business Trust as is indicated in the Merger Agreement.

ARTICLE IV
TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger, and which shall qualify as a reorganization within the definition of Subparagraphs (a)(1)(A) of Section 368 of the

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Internal Revenue Code of 1986, as amended, being the merger of JLT and Cubellis in accordance with.

ARTICLE V
APPROVAL AND EFFECTIVE TIME OF THE MERGER

- (a) The merger shall become effective on filing (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and,
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

In witness whereof, the parties have hereunto adopted the Plan of Merger as of the date first above written.

SURVIVING ENTITY:

Cubellis, Inc.

By: *[Signature]*
~~Leonard G. Cubellis, President~~
Susan M. Packard, Secretary

NON-SURVIVING ENTITY:

JLT Architecture & Consulting, LLC

By: *[Signature]*
Jonathan L. Tins, Manager

FILED
07 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA