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R. WHITE

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January 2, 2014

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles and Plan of Merger (Our File No. 540.014)

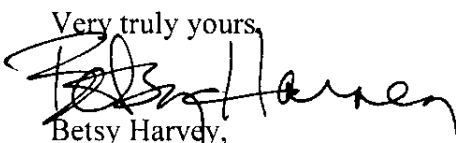
Dear Sir or Madam:

Enclosed herewith for filing are the following documents in connection with the merger of FLORIDA SHOPPING CENTER GROUP, INC., a Florida corporation, with and into TSCG, INC., a Georgia corporation:

1. Cover Letter.
2. Two originals of the Articles of Merger.
3. Two originals of the Agreement and Plan of Merger.
4. A check for \$78.75 payable to the Secretary of State (\$70 for the filing fee and \$8.75 for the certification fee).

Please file the Articles and Plan of Merger and return conformed, certified originals of the filed Articles and Plan to the undersigned. Your assistance in this matter is greatly appreciated.

Very truly yours,


Betsy Harvey,
Paralegal to Albert L. Labovitz

:bch
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TSCG, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Albert L. Labovitz

Contact Person

Ellis Funk, P.C.

Firm/Company

3490 Piedmont Road, Suite 400

Address

Atlanta, GA 30305

City/State and Zip Code

bharvey@ellisfunk.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Betsy Harvey

Name of Contact Person

At (404) 233-2800

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

COVER LETTER

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SUBJECT: TSCG, Inc.
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STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED
14 JAN -3 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation: _____

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TSCG, Inc.	Georgia	13422086

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Florida Shopping Center Group, Inc.	Florida	H83187
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2014 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 2, 2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 2, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

David Birnbrey, Co-CEO and Chairman

Samuel P. Latone, II, Co-CEO and Pres.

Marc Milgram, President

Group, Inc.

Marc Milgram, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into this 2nd day of December, 2013, by and between TSCG, INC., a Georgia corporation ("TSCG, Inc." or the "Surviving Company") and FLORIDA SHOPPING CENTER GROUP, INC., a Florida corporation ("Florida Inc." or the "Merging Company").

A. Names of Merging Company and Surviving Company. The names of the companies proposing to merge are Florida Inc. and TSCG, Inc. TSCG, Inc. shall be the Surviving Company.

B. Terms and Conditions of Merger. Florida Inc. shall be merged with and into the Surviving Company pursuant to the terms and conditions of this Plan (the "Merger"). The Merger provided for in this Plan shall become effective as of 12:01 a.m. on the 1st day of January, 2014 (the "Effective Time"). Articles or a Certificate of Merger shall be filed with the Secretaries of State of Georgia and Florida. The parties hereto intend for the Merger to constitute a statutory merger under Internal Revenue Code Section 368(a)(1)(A).

C. Manner and Basis of Conversion of Shares. As of the Effective Time, the manner and basis of converting the shares of capital stock of Florida Inc. into shares of capital stock of the Surviving Company shall be as follows:

All of the shares of capital stock of Florida Inc. that were issued and outstanding immediately prior to the Effective Time shall be cancelled and new shares of capital stock of the Surviving Company shall be issued in the place of such cancelled shares of capital stock in Florida Inc. The effect of such conversion of shares for any particular shareholder of Florida Inc. shall be that the number of shares of capital stock in the Surviving Company owned by such shareholder shall be in accordance with a schedule of conversion of shares agreed upon by Florida Inc. and the Surviving Company and all of their respective Directors and shareholders by unanimous written consent. A copy of said schedule of conversion of shares is on file at the office of the Surviving Company and has been previously provided to each shareholder of each of the Surviving Company and Florida Inc. All of the shares of capital stock of the Surviving Company which were issued and outstanding immediately prior to the Effective Time, if any, shall be cancelled as a result of this Merger.

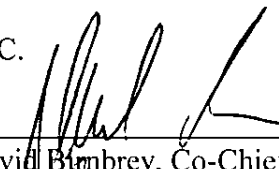
D. Articles of Incorporation of Surviving Company. Upon the Effective Time, the Articles of Incorporation of the Surviving Company, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Company.

IN WITNESS WHEREOF, the parties hereto have signed this Plan under seal, individually or by and through their duly authorized officers, members, managers or other representatives, under seal, as of the day, month and year first above written.

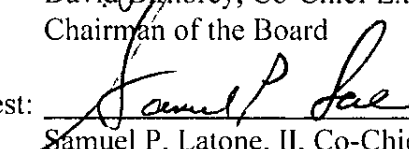
SURVIVING COMPANY:

TSCG, INC.

By:


David Bimbrey, Co-Chief Executive Officer and
Chairman of the Board

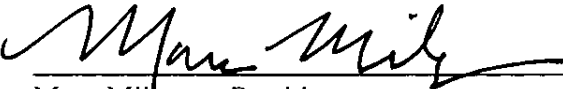
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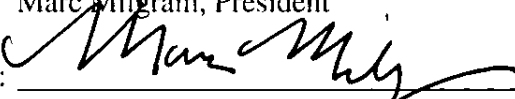

Samuel P. Latone, II, Co-Chief Executive Officer
and President

(CORPORATE SEAL)

[SIGNATURES CONTINUE NEXT PAGE]

FLORIDA SHOPPING CENTER GROUP, INC.

By: 
Marc Milgram, President

Attest: 
Marc Milgram, President

(CORPORATE SEAL)