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MERGER OR SHARE EXCHANGE

PHILLIPS PERFORMANCE PARTNERS, LLC

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**ARTICLES OF MERGER
FOR
PHILLIPS PERFORMANCE PARTNERS, LLC
(A FLORIDA LLC)
AND
PHILLIPS PERFORMANCE PARTNERS, LLC
(A TENNESSEE LLC)**

The following articles of merger are being submitted in accordance with Florida Statutes Section 608.4382 and Tennessee Code Annotated Section 48-244-103.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Phillips Performance Partners, LLC (The Florida LLC) 8289 Gulf Boulevard, #703 Navarre Beach, Florida 32586 Florida Document/Registration Number: L0000000 3758	Florida	Limited Liability Company
2. Phillips Performance Partners, LLC (The Tennessee LLC) 406 Frazier Avenue, Suite D Chattanooga, Tennessee 37405	Tennessee	Limited Liability Company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. Phillips Performance Partners, LLC 406 Frazier Avenue, Suite D Chattanooga, Tennessee 37405	Tennessee	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and Tennessee Code Annotated Section 48-244-102, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes and Tennessee Code Annotated Section 48-244-102.

FOURTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to promptly pay the dissenting shareholders, partners, and/or members

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of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SIXTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH - Effective Date: The merger shall be effective as of December 31, 2003 and the existence of The Florida LLC shall cease on such date as provided in 608.4353, Florida Statutes.

NINTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: The Plan of Merger is on file at the place of business of the surviving entity, Phillips Performance Partners, LLC, a Tennessee limited liability company, 406 Frazier Avenue, Suite D, Chattanooga, Tennessee 37406. A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any member of the limited liability companies that are parties to the merger.

PHILLIPS PERFORMANCE PARTNERS, LLC
(A FLORIDA LLC)

By: John A. Phillips, Jr.
John A. Phillips, Jr., Chief Manager

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PHILLIPS PERFORMANCE PARTNERS, LLC
(A TENNESSEE LLC)

By: John A. Phillips, Jr.
John A. Phillips, Jr., Chief Manager

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**AGREEMENT
AND
PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section 608.4381 and Tennessee Code Annotated Section 48-244-102, is being submitted in accordance with Florida Statutes Section 608.438 and Tennessee Code Annotated Section 48-244-101.

FIRST: The exact names and jurisdictions of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Phillips Performance Partners, LLC (the "Florida LLC")	Florida
Phillips Performance Partners, LLC (the "Tennessee LLC")	Tennessee

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Principal Office</u>
Phillips Performance Partners, LLC	Tennessee	406 Frazier Avenue Suite D Chattanooga, TN 37405

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

- A. **Merger.** Pursuant to Florida Statutes Section 608.438 and Tennessee Code Annotated Section 48-244-101, the Florida LLC shall merge with and into the Tennessee LLC upon the terms and conditions hereinafter set forth. The Tennessee LLC shall be the surviving entity, and the Florida LLC shall be dissolved on the Effective Date of the merger, but the business shall continue in the Tennessee LLC. The name of the Tennessee LLC shall be Phillips Performance Partners, LLC.
- B. **Transfer of Assets; Assumption of Liabilities.** On the Effective Date of this merger, all of the rights, privileges and powers of the Florida LLC, all property, real, personal and mixed, and all debts owed by the Florida LLC, as well as all other things and causes of action belonging to the Florida LLC, shall be vested in the Tennessee LLC, and shall hereafter be the property of the Tennessee LLC. All rights of creditors and all liens upon any property of the Tennessee LLC shall be preserved, and all debts, liabilities and duties of the Florida LLC shall henceforth attach to the Tennessee LLC, and may be enforced against the Tennessee LLC to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Tennessee LLC.
- C. **Effective Date.** The "Effective Date" of the merger shall be December 31, 2003.

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