

Division of Corporations

**L00000005257**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**PROFESSIONAL PLANNERS MARKETING GROUP, LLC**

Certificate of Status	0
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C. LEWIS

SEP 16 2010

EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
OF ADVISORSIG, LLC  
WITH AND INTO  
PROFESSIONAL PLANNERS MARKETING GROUP, LLC**

The following Certificate of Merger is submitted in connection with the merger of the following Florida Limited Liability Companies in accordance with Section 608.4382 of the Florida Statutes:

**ARTICLE I**

In connection with the merger (the "Merger"), AdvisorsIG, LLC, a Florida limited liability company ("AdvisorsIG"), will be merged with and into Professional Planners Marketing Group, LLC, a Florida limited liability company ("PPMG").

**ARTICLE II**

PPMG shall be the surviving limited liability company in the Merger and shall continue to exist as a limited liability company organized under the laws of the State of Florida.

**ARTICLE III**

The attached Agreement and Plan of Merger (the "Plan of Merger") has been approved by the Board of Managers and sole Member of AdvisorsIG and by the Board of Managers and sole Member of PPMG.

**ARTICLE IV**

As described in the attached Plan of Merger, in connection with the Merger, the name of PPMG shall be changed to "Allegiance Marketing Group, LLC."

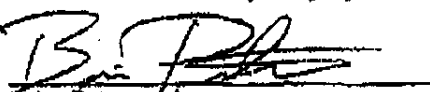
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed as of the 15<sup>th</sup> day of September, 2010.

ADVISORSIG, LLC, L99000008092  
a Florida limited liability company



Brian Peterson  
Chief Manager and Chief Executive Officer

PROFESSIONAL PLANNERS MARKETING  
GROUP, LLC,  
a Florida limited liability company



Brian Peterson  
Chief Manager and Chief Executive Officer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN  
OF MERGER  
OF ADVISORSIG, LLC,  
WITH AND INTO  
PROFESSIONAL PLANNERS MARKETING GROUP, LLC**

AdvisorsIG, LLC, a Florida limited liability company (the "Company"), by action of its Board of Managers and sole Member, and Professional Planners Marketing Group, LLC, a Florida limited liability company ("PPMG"), by action of its Board of Managers and Sole Member, hereby adopt the following Agreement and Plan of Merger:

**ARTICLE I**

Included herein as Article II is the Agreement and Plan of Merger (the "Plan of Merger"), which has been approved by the Board of Managers and sole Member of the Company and by the Board of Managers and the Sole Member of PPMG, setting forth the terms of the merger of the Company with and into PPMG (the "Merger").

**ARTICLE II**

The Plan of Merger is as follows:

1. Merger. The Merger shall be effected pursuant to applicable state law.
2. Effective Date. The Merger shall be effective as of September 15, 2010 (the "Effective Date").
3. Surviving Limited Liability Company. On the Effective Date, the Company (sometimes hereinafter referred to as the "Discontinued LLC") shall merge with and into PPMG, and PPMG shall be the surviving limited liability company after the Merger (PPMG sometimes hereinafter being referred to as the "Surviving LLC") and shall continue to exist as a limited liability company created and governed by the laws of the State of Florida.
4. Name Change of Surviving LLC. Upon the Effective Date, the name of the Surviving LLC shall be changed to "Allegiance Marketing Group, LLC."
5. Continuation of Surviving LLC Membership Interests; Cancellation of Discontinued LLC Membership Interests. All issued and outstanding membership interests in the Company shall be surrendered and cancelled and exchanged for an equal number of membership interests in the Surviving LLC. Such surrender, cancellation and exchange shall occur by virtue of the Merger and without any action on the part of the holders thereof. The membership interests of the Company at the time of the Merger shall be automatically cancelled.
6. Articles of Organization. The Articles of Organization of the Surviving LLC shall remain in effect after the Effective Date of the Merger as the Articles of

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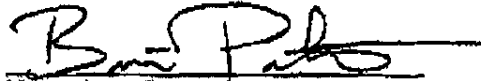
SECRETARY OF STATE  
TAMPA, FLORIDA

Organization of the Surviving LLC and, except for the change of name specified in Section 4 above, such Articles of Organization shall not be amended by virtue of the Merger.

7. Management of Surviving LLC. The Surviving LLC shall continue to be managed by its Board of Managers.
8. Succession to Rights and Obligations. From and after the Effective Date, the Surviving LLC shall automatically succeed to all of the assets and rights and all of the liabilities and obligations of the Company as provided by law.

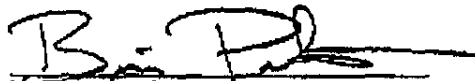
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed as of the 15<sup>th</sup> day of September, 2010.

ADVISORSIG, LLC,  
a Florida limited liability company



Name: Brian Peterson  
Title: Chief Manager and Chief Executive Officer

PROFESSIONAL PLANNERS MARKETING  
GROUP, LLC,  
a Florida limited liability company



Name: Brian Peterson  
Title: Chief Manager and Chief Executive Officer