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Division of Corporations

DEAN MEAD BLOODWORTH

001

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Florida Department of State
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Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAROUANO & BOZARTH, P.A.
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MERGER OR SHARE EXCHANGE

YPB & R HOLDING, L.L.C.

Certificate of Status	0
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Page Count	06
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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida entities in accordance with Sections 608.4382 and 620.2108 of the Florida Statutes.

FIRST: The exact names, street addresses, form/entity types, and jurisdictions of the merging entities are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RY & P, L.L.C. 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Company L99000001074
Yesawich, Peppercorne, Brown & Russell, LLP 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Partnership G796 00000308

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
YPB & R Holding, L.L.C.* 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Company L020000 25645

*Pursuant to the attached Plan of Merger, the surviving entity will change its name to Ypartnership, LLC.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Sections 608.438 and 620.2106, Florida Statutes, and was approved by each limited liability company that is a party to the merger and each domestic limited liability partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes, including Sections 608.4381 and 620.2107, Florida Statutes.

FOURTH: The merger shall become effective as of July 31, 2007.

FIFTH: The Articles of Organization of the surviving entity, as in effect on the date hereof, shall from and after the Effective Date of the Merger be, and continue to be, the Articles of Organization of the surviving entity until changed or amended as provided by law, except that

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Article I of the Articles of Organization of the surviving entity shall be amended in its entirety to read as follows:

"Article I - NAME OF COMPANY

The name of the limited liability company is Ypartnership, LLC (the "Company")."

SIXTH: This Certificate of Merger complies with, and was executed in accordance with, the laws of the State of Florida.

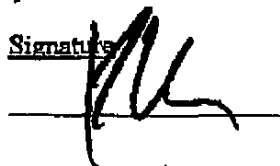
SEVENTH: Signatures for each Party:

Name

Signature

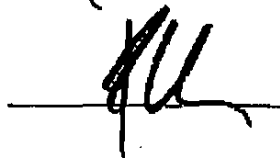
Typed Name

RY & P, L.L.C.




Peter C. Yesawich, as
Manager of YPB & R
Holding, L.L.C., as Sole
Member of RY & P, L.L.C.

Yesawich, Pepperdine, Brown
& Russell, LLP



Peter C. Yesawich, as
Manager of YPB & R
Holding, L.L.C., as Sole
Member of RY & P, L.L.C.,
as Managing Partner of
Yesawich, Pepperdine,
Brown & Russell, LLP

YPB & R Holding, L.L.C.



Peter C. Yesawich, Manager

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 31st day of July, 2007, by and among RY & P, L.L.C., a Florida limited liability company ("RY & P"), YESAWICH, PEPPERDINE, BROWN & RUSSELL, LLP, a Florida limited liability partnership (individually "Yesawich", and together with RY & P, the "Merging Entities") and YPB & R Holding, L.L.C. (the "Surviving Company").

RECITALS

A. The Surviving Company owns 100% of the membership interests of RY & P, and RY & P and the Surviving Company together own 100% of the partnership interests of Yesawich.

B. The Surviving Company and the Merging Entities have approved the mergers described herein upon the terms and conditions hereinafter set forth below.

C. The execution and delivery of this Plan of Merger and the performance of each respective party's obligations hereunder have been duly authorized by all necessary company or partnership actions and no other proceedings on the part of any of the parties are necessary to authorize the execution of this Plan of Merger and the consummation of the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual promises set forth herein, the parties hereby agree as follows:

1. Recitals. The Recitals set forth above are true and correct and are hereby incorporated herein by reference.

2. Names, Street Addresses, Entity Types and Jurisdictions of Constituent Parties.

2.1 Names, Street Addresses, Entity Types and Jurisdictions of the Merging Entities. The names, street addresses, forms/entity types and jurisdictions of the Merging Entities are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RY & P, L.L.C. 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Company
Yesawich, Pepperdine, Brown & Russell, LLP 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Partnership

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2.2 Name, Street Address, Form/Entity Type and Jurisdiction of the Surviving Company. The name, street address, form/entity type and jurisdiction of the Surviving Company are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
YPB & R Holding, L.L.C. 423 South Keller Road, Suite 100 Orlando, FL 32810	Florida	Limited Liability Company

3. Effect of Mergers.

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Entities shall cease, and the Merging Entities shall be merged with and into the Surviving Company, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Entities; and all and singular, the rights, privileges, powers and franchises of the Merging Entities, and all property, real, personal and mixed, and all debts due to the Merging Entities, on whatever account, as well for all other things in action or belonging to the Merging Entities, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest of the Merging Entities shall thereafter be the property of the Surviving Company, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Entities shall not revert or be in any way impaired and shall be and become the property of the Surviving Company; but all rights of creditors and all liens upon any property of the Merging Entities, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Entities shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. At any time, or from time to time, after the Effective Date, the last acting officers, partners or members of the Merging Entities, or the corresponding officers or members of the Surviving Company, may, in the name of the Merging Entities, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Entities' properties, rights, privileges, powers, franchises, and immunities, and otherwise to carry out the purposes of this Plan of Merger.

In addition to the foregoing, Yesawich, Pepperdine, Brown & Russell, LLP is indebted to the Surviving Company under a Promissory Note dated November 7, 2002 in the original principal amount of \$2,500,000, which is secured by a Security Agreement executed by the parties on November 7, 2002 and by a UCC-1 Financing Statement (collectively, the "LLP Loan"). The merger of Yesawich, which is the debtor under the LLP Loan, with and into the Surviving Company, which is the payee and holder of the LLP Loan, will serve to extinguish any and all obligations under the LLP

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Loan and the obligations of Yesawich to the Surviving Company under the LLP Loan shall be deemed to have been capitalized and forgiven as a result of the merger.

4. Name of Surviving Company; Articles of Organization.

4.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be "Ypartnership, LLC".

4.2 Articles of Organization. The Articles of Organization of the Surviving Company, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law, except that Article I of the Articles of Organization of the Surviving Company shall be amended in its entirety to read as follows:

"ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Ypartnership, LLC (the "Company")."

4.3 Operating Agreement. The Operating Agreement for the Surviving Company as in effect on the date hereof shall, from and after the Effective Date, be, and continue to be, the Operating Agreement of the Surviving Company until changed or amended as provided by law.

5. No Additional Membership Interest in Surviving Company. Because of the common identity and unity of ownership of the Merging Entities by the Surviving Company, the members or partners of the Merging Entities shall not receive any consideration and Surviving Company shall not issue any additional membership interests.

6. Miscellaneous.


6.1 Effective Date. The "Effective Date" of the Merger shall be July 31, 2007.

This Plan of Merger has been executed by the parties hereto on the date first above written.

MERGING COMPANIES

RY & P, L.L.C.

By: YPB & R HOLDING, L.L.C., Sole Member

By: 
Peter C. Yesawich, Manager

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YESAWICH, PEPPERDINE, BROWN &
RUSSELL, LLP

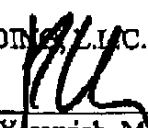
By: RY & P, L.L.C., Managing Partner

By: YPB & R HOLDING, L.L.C., Sole
Member

By: 
Peter C. Yesawich, Manager

SURVIVING COMPANY

YPB & R HOLDING, L.L.C.

By: 
Peter C. Yesawich, Manager

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