L02000031620

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TALLAHASSEE, FLORIDA

J. BRYAN
NOV 12 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ace Vision Group, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas K. Boardman
Contact Person

Thomas K. Boardman, P.A.
Firm/Company

1400 N 15th Street, Suite 201
Address

Immokalee, FL 34142
City, State and Zip Code

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TALLAHASSEE, FLORIDA

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

For further information concerning this matter, please call:

Thomas K. Boardman at (239) 657-4418
Name of Contact Person — Area Code and Daytime Telephone Number

☑ Certified copy (optional) $30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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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:

Name	Jurisdiction	Form/Entity Type
Projects of Florida, Inc.	Florida	# P03000007384 corporation (for profit)
Projects of Polk County, Inc.	Florida	# P06000021268 corporation (for profit)
Ace Vision Group, LLC	Florida	#L02000031620 limited liability company

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

Name	Jurisdiction	Form/Entity Type
Ace Vision Group, LLC	Florida	limited liability company

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.

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.

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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:

N/A

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:

N/A

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 entitles 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

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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 Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Projects of Florida, Inc.	[signature]	Curtis D. Blocker, President
Projects of Polk County, Inc.	[signature]	Curtis D. Blocker, President
Ace Vision Group, LLC	[signature]	Ted Pecot,
		Managing Member

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

Fees:

For each Limited Liability Company:	$25.00
For each Corporation:	$35.00
For each Limited Partnership:	$52.50
For each General Partnership:	$25.00
For each Other Business Entity:	$25.00

Certified Copy (optional): $30.00

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
Projects of Florida, Inc.	Florida	corporation (for profit)
Projects of Polk County, Inc.	Florida	corporation (for profit)
Ace Vision Group, LLC	Florida	limited liability company

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

Name	Jurisdiction	Form/Entity Type
Ace Vision Group, LLC	Florida	limited liability company

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

All assets and liabilities of Projects of Florida, Inc., and of Projects of Polk County, Inc., shall be merged with and assumed by Ace Vision Group, LLC.

(Attach additional sheet if necessary)

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The ownership interests of the members of Ace Vision Group, LLC shall include all of the assets and liabilities of Projects of Florida, Inc., and Projects of Polk County, Inc. in the same percentage of ownership as existed prior to the merger. After the merger, the ownership interests of the shareholders of Projects of Florida, Inc., and Projects of Polk County, Inc. shall cease to exist.

(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

After the merger, the ownership interests of the shareholders of Projects of Florida, Inc., and Projects of Polk County, Inc. shall have no right to acquire any interest, share or obligation or other securities of Ace Vision Group, LLC. However, since the ownership interest in all three entities are the same, the percentage change of ownership is unaffected by the merger.

(Attach additional sheet if necessary)

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

The effective date of the merger shall be the date of filing this Certificate of Merger.

The plan of merger has been approved in its entirety by all of the members of Ace Vision Group, LLC, in accordance with Florida Statutes, Chapter 608, as well as by all of the shareholders and directors of Projects of Florida, Inc., and of Projects of Polk County, Inc., both in accordance with Florida Statutes, Chapter 607.1103.

(Attach additional sheet if necessary)

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

Management of the surviving company shall be vested in the following members:

Theodore C. Pecott - 2016 Wentworth Place, Winter Haven, FL 33881

Curtis D. Blocker - 301 North 15th Street, Immokalee, FL 34142

(Attach additional sheet if necessary)