

Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE

REMORA PARTNERS, LLC

Certificate of Status	0
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EXAMINER

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**CERTIFICATE OF MERGER
OF
MAINSAIL DEVELOPMENT GROUP, LLC, a Florida limited liability company
WITH AND INTO
REMORA PARTNERS, LLC, a Florida limited liability company**

C04-55403
C03-9881

This Certificate of Merger is submitted, in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), with respect to the merger of Mainsail Development Group, LLC, a Florida limited liability company, with and into Remora Partners, LLC, a Florida limited liability company. The merger that is the subject of this Certificate of Merger is hereinafter referred to as the "Merger".

1. The plan of merger for the Merger is attached hereto as Exhibit "A" (the "Plan of Merger").
2. The Plan of Merger was approved by each limited liability company that is a party to the Merger in accordance with the applicable provisions of the Act.
3. The effective date of the Merger is December 31, 2008.

IN WITNESS WHEREOF, the undersigned parties to the Merger have caused this Certificate of Merger to be signed by their respective duly authorized representatives as of the 31st day of December, 2008.

**REMORA PARTNERS, LLC, a Florida
limited liability company**

By: 
James D. Spach, Managing Member

**MAINSAIL DEVELOPMENT GROUP, LLC, a
Florida limited liability company**

By: 
H. Blaine Strickland, Managing Member

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Exhibit "A"

**PLAN OF MERGER
OF
MAINSAIL DEVELOPMENT GROUP, LLC, a Florida limited liability company
WITH AND INTO
REMORA PARTNERS, LLC, a Florida limited liability company**

(1) Upon the filing of a Certificate of Merger (the "Certificate of Merger"), Mainsail Development Group, LLC, a Florida limited liability company ("MDG"), shall be merged with and into Remora Partners, LLC, a Florida limited liability company ("Remora"). Remora is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Plan of Merger is hereinafter referred to as the "Merger."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each party shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party, and any claim existing or action or proceeding by or against either party may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of Remora, as in effect at the time of the filing of the Certificate of Merger, shall be the Articles of Organization of the Surviving Entity until thereafter amended.

(c) The Operating Agreement of Remora, as in effect at the time of the filing of the Certificate of Merger, shall be the Operating Agreement of the Surviving Entity until thereafter amended.

(3) The Merger will become effective upon the date and time of the filing of the Certificate of Merger with the Florida Department of State (the "Effective Time"), which date is intended to be December 31, 2008.

(4) Prior to the Effective Time, H. Blaine Strickland will be the sole member of MDG. Prior to the Effective Time, the sole members of Remora will be H. Blaine Strickland and James D. Spaeth. As of the Effective Time, the ownership interest of H. Blaine Strickland in MDG will be merged into and become part of his ownership interest in Remora and the members of Remora will continue to have the same ownership percentages with respect to Remora as they had immediately prior to the Effective Time.

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(5) The parties agree that H. Blaine Strickland will receive a credit to his Remora capital account in an amount equal to the fair market value of the assets of MDG as of the Effective Time, which fair market value will be determined, and agreed to in writing, by H. Blaine Strickland and James D. Spaeth prior to the Effective Time.

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