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BK

→ (CLAUDE R. WALKER, ESQ.)  
 HUEY, GUILDAY & TUCKER, P.A.  
 P. O. BOX 12500  
 TALLAHASSEE, FL 32317-2500

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<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**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. Jubilation, LLC 1708 Metropolitan Blvd. Tallahassee, FL 32308	Florida	limited liability company
Florida Document/Registration Number: L03000015940		FEI Number: 83-0355772
2. EMW, LLP 1440 Dutch Valley Place, #100 Atlanta, GA 30324	Florida	limited liability partnership
Florida Document/Registration Number: GP0200001131 (LLP QUALIFICATION -- LLP020001712)		FEI Number: 02-0624627
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

**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>
Jubilation, LLC	Florida	Limited Liability
1708 Metropolitan Blvd.		company
Tallahassee FL 32308		

Florida Document/Registration Number: L03000015940 FEI Number 83-0355772

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** 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.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the 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 the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** 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.

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

**NINTH:** The merger shall become effective as of:

**The date the Articles of Merger are filed with Florida Department of State**

**OR**

N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Jubilation, LLC

Michael A. Grimsley  
T. Cole Forsyth  
(its members)

EMW, LLP

Michael A. Grimsley  
T. Cole Forsyth  
(General Partners)

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Jubilation, LLC	Florida
EMW, LLP	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Jubilation, LLC	Florida

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

EMW, LLP shall merge with Jubilation, LLC and Jubilation, LLC shall be the surviving entity. The partners of EMW, LLP are Michael A. Grimsley and T. Cole Forsyth, each owning a 50% interest in EMW, LLP. The membership interest in Jubilation, LLC is owned 50% by Michael A. Grimsley and 50% by T. Cole Forsyth. After the merger, Michael A. Grimsley and T. Cole Forsyth shall continue to own 50% each of the membership interest in Jubilation, LLC.

*(Attach additional sheet(s) if necessary)*

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

The ownership interest of Jubilation, LLC, after the merger shall be:

Michael A. Grimsley	50%
T. Cole Forsyth	50%

- B. The manner and basis of converting ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Managing Members:  
Michael A. Grimsley

T. Cole Forsyth

Address for both -- 1708 Metropolitan Blvd.  
Tallahassee, FL 32308

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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**EIGHTH:** Other provisions, if any, relating to the merger:

None.

Dated: May       , 2003

JUBILATION, LLC

✓ Michael A. Grimsley

✓ T. Cole Forsyth

its members

EMW, LLP

✓ Michael L. Grimsley

✓ T. Cole Forsyth

its General Partners

(Attach additional sheet(s) if necessary)