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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. LUNT

JUN 06 2008

EXAMINER

**JAMES C. STEWART, JR.
ATTORNEY AT LAW
4650 13th Avenue S.W.
Naples, Florida 34116-5132**

May 27, 2008

Attw
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TALLAHASSEE, FLORIDA

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Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Merger of AG MANAGEMENT GROUP, LLC et al.

Dear Sir or Madam:

Attached please find the following:

1. Original Articles of Merger of the referenced limited liability companies (with Plan of Merger attached as Exhibit "A"),
2. Money order in the amount of \$155.00, and
3. Pre-paid UPS Label for shipment of certified copy.

Please file the enclosed Articles of Merger and send a certified copy of the filed document to Jes Tarp via the enclosed pre-paid UPS label.

Thank you for your attention to this matter.

Sincerely,


James C. Stewart, Jr.

ENCLOSURES AS INDICATED

ARTICLES OF MERGER

OF

AG MANAGEMENT GROUP, LLC, *a Florida limited liability company*

WITH

UKAG GROUP, LLC, *a Florida limited liability company*, **UKAG GROUP II, LLC**, *a Florida limited liability company*, **UKAG GROUP III, LLC**, *a Florida limited liability company*, and **UKAG GROUP IV, LLC**, *a Florida limited liability company*,

ARTICLES OF MERGER between **AG MANAGEMENT GROUP, LLC**, *a Florida limited liability company* ("Surviving Limited Liability Company"), and **UKAG GROUP, LLC**, *a Florida limited liability company*, **UKAG GROUP II, LLC**, *a Florida limited liability company*, **UKAG GROUP III, LLC**, *a Florida limited liability company*, and **UKAG GROUP IV, LLC**, *a Florida limited liability company*, ("Disappearing Limited Liability Companies").

PURSUANT TO Section 608.438 through Section 608.4383, *inclusive*, of the Florida Limited Liability Company Act (the "Act"), **UKAG GROUP, LLC**, **UKAG GROUP II, LLC**, *a Florida limited liability company*, **UKAG GROUP III, LLC**, *a Florida limited liability company*, **UKAG GROUP IV, LLC**, *a Florida limited liability company*, and **AG MANAGEMENT GROUP, LLC**, *a Florida limited liability company* adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated NOVEMBER 27, 2007 ("Plan of Merger), between **AG MANAGEMENT GROUP, LLC**, *a Florida limited*

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liability company, as the surviving limited liability company, and **UKAG GROUP, LLC**, a Florida limited liability company, **UKAG GROUP II, LLC**, a Florida limited liability company, **UKAG GROUP III, LLC**, a Florida limited liability company, and **UKAG GROUP IV, LLC**, a Florida limited liability company, as the disappearing limited liability companies, was approved and adopted by the written consent of the managers and members of **AG MANAGEMENT GROUP, LLC**, a Florida limited liability company, pursuant to Florida Statutes Sections 608.4381(3) and 608.4231(8) effective January 31, 2008, and was adopted by the managers and members of **UKAG GROUP, LLC**, a Florida limited liability company, pursuant to Florida Statutes Sections 608.4381(3) and 608.4231(8) effective January 31, 2008, **UKAG GROUP II, LLC**, a Florida limited liability company, pursuant to Florida Statutes Sections 608.4381(3) and 608.4231(8) effective January 31, 2008, **UKAG GROUP III, LLC**, a Florida limited liability company, pursuant to Florida Statutes Sections 608.4381(3) and 608.4231(8) effective January 31, 2008, and **UKAG GROUP IV, LLC**, a Florida limited liability company, and pursuant to Florida Statutes Sections 608.4381(3) and 608.4231(8) effective January 31, 2008.

2. Under the Plan of Merger, all issued and outstanding membership interests of **UKAG GROUP, LLC**, a Florida limited liability company, **UKAG GROUP II, LLC**, a Florida limited liability company, **UKAG GROUP III, LLC**, a Florida limited liability company, **UKAG GROUP IV, LLC**, a Florida limited liability company, and **AG MANAGEMENT GROUP, LLC**, a Florida limited liability company's will be acquired by means of a merger of **UKAG GROUP, LLC**, a Florida limited liability company, **UKAG GROUP II, LLC**, a Florida limited liability company,

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UKAG GROUP III, LLC, a Florida limited liability company, UKAG GROUP IV, LLC, a Florida limited liability company, into AG MANAGEMENT GROUP, LLC with AG MANAGEMENT GROUP, LLC the Surviving Limited Liability Company ("Plan of Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. 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.

5. Pursuant to Florida Statutes Section 608.4382(1)(f), the date and time of the effectiveness of the Merger shall be on JANUARY 1, 2008.

IN WITNESS WHEREOF, the parties have set their hands on this 31 day of January, 2008.

"Surviving Limited Liability Company"

AG MANAGEMENT GROUP, LLC,
a Florida limited liability company

By: **PRJ HOLDINGS, LLC, a Florida limited liability company,**

By:


JES TARP

Its: Managing Member

Its: Managing Member

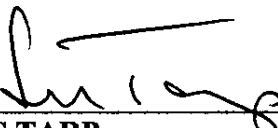
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"Disappearing Limited Liability Companies"

UKAG GROUP, LLC, *a Florida limited liability company,*

By: **AG MANAGEMENT GROUP, LLC**,
a Florida limited liability company

By: **PRJ HOLDINGS, LLC**, *a Florida limited liability company,*

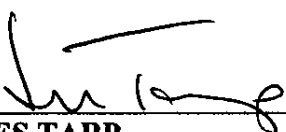
By: 
JES TARP
Its: Managing Member

Its: Managing Member

Its: Managing Member

UKAG GROUP II, LLC, *a Florida limited liability company,*

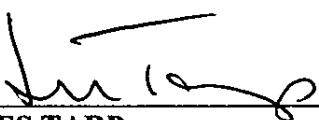
By: 
QUENTIN M. SILIC
Its: Manager

By: 
JES TARP
Its: Manager

UKAG GROUP III, LLC, *a Florida limited liability company,*

By: **AG MANAGEMENT GROUP, LLC**,
a Florida limited liability company

By: **PRJ HOLDINGS, LLC**, *a Florida limited liability company,*

By: 
JES TARP
Its: Managing Member

Its: Managing Member

Its: Managing Member

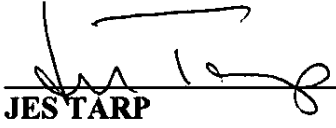
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UKAG GROUP IV, LLC, a Florida limited liability company,

By: AG MANAGEMENT GROUP, LLC,
a Florida limited liability company

By: PRJ HOLDINGS, LLC, a Florida limited liability company,

By: 
JES TARP
Its: Managing Member

Its: Managing Member

Its: Managing Member

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TALLAHASSEE, FLORIDA

Exhibit "A"

PLAN OF MERGER

Merger between **AG MANAGEMENT GROUP, LLC**, a Florida limited liability company (the "Surviving Limited liability company") and **UKAG GROUP, LLC**, a Florida limited liability company, **UKAG GROUP II, LLC**, a Florida limited liability company, **UKAG GROUP III, LLC**, a Florida limited liability company, and **UKAG GROUP IV, LLC**, a Florida limited liability company, (the "Disappearing Limited Liability Companies") (the Surviving Limited Liability Company and the Disappearing Limited Liability Companies, collectively, the "Constituent Limited Liability Companies"). This merger is being effected under this Plan of Merger ("Plan") Section 608.438 through Section 608.4383, inclusive, of the Florida Limited Liability Company Act (the "Act") (the "Merger").

1. Amended and Restated Articles of Organization of Surviving Limited Liability Company. On January 1, 2008, or on such later date that shall be determined by the Manager of **AG MANAGEMENT GROUP, LLC** as the effective date of the Merger (the "Effective Date"), the Amended and Restated Articles of Organization of Surviving Limited Liability Company, a true, correct, and complete copy of which is attached hereto as Exhibit "A" and made a part hereof, shall be the Articles of Organization of the Surviving Limited Liability Company until further amended as provided by law.

2. Second Amended and Restated Operating Agreement of Surviving Limited Liability Company. On the Effective Date, the Second Amended and Restated Operating Agreement of Surviving Limited Liability Company, as previously amended and in effect immediately upon the Effective Date, a true, correct, and complete

copy of which is attached to the Agreement and Plan of Merger approved by the Managers of the Constituent Limited Liability Companies and pursuant to which this Plan of Merger is adopted, shall be the Second Amended and Restated Operating Agreement of the Surviving Limited Liability Company until further amended as provided by the provisions of the Second Amended and Restated Operating Agreement or otherwise as provided by law.

3. Distribution of Membership Interests of Surviving Limited Liability Company to Members of the Constituent Limited Liability Companies.

Effective as of the Effective Date, all of the membership interests of Constituent Limited Liability Companies that shall be issued and outstanding immediately prior to the Effective Date shall without more be converted into and exchanged for **EIGHT THOUSAND TWO HUNDRED (8,200)** issued and outstanding Units of the Surviving Limited Liability Company pursuant to this Plan. The Surviving Limited Liability Company shall have the right to issue an additional **ONE THOUSAND EIGHT HUNDRED (1,800)** Units in such classes and with such relative rights, powers, and duties pursuant to the Second Amended and Restated Operating Agreement; *provided, however,* that no more than **TEN THOUSAND (10,000)** Units of Surviving Limited Liability Company shall be issued and outstanding at any time.

A. On the Effective Date, the **FIVE THOUSAND ONE HUNDRED (5,100)** pre-existing Class A Units of the Constituent Limited Liability Companies ("Pre-Merger Class A Units") shall have added to them **FOUR HUNDRED THIRTY FIVE (435)** "Bonus Class A Units" on a company-by-company basis as set forth in the table below, and such Pre-Merger Class A Units

plus the Bonus Class A Units shall be converted into **FIVE THOUSAND FIVE HUNDRED THIRTY FIVE (5,535)** Class A Units of the Surviving Limited Liability Company ("Post-Merger Class A Units"), which Post-Merger Class A Units shall be allocated on a pro rata basis among the existing holders of Pre-Merger Class A Units of the Constituent Limited Liability Companies on a company-by-company basis as set forth on the table below:

Constituent Limited Liability Company	Pre-Merger Class A Units	Bonus Class A Units	Post-Merger Class A Units
UKAG GROUP, LLC Class A Units	900 units	135 bonus units	1,035 units
UKAG GROUP II, LLC Class A Units	900 units	90 bonus units	990 units
UKAG GROUP III, LLC Class A Units	900 units	90 bonus units	990 units
UKAG GROUP IV, LLC Class A Units	900 units	45 bonus units	945 units
AG MANAGEMENT GROUP, LLC Class A Units	1,500 units	75 bonus units	1,575 units

(For example, on the Effective Date, all the **ONE THOUSAND FIVE HUNDRED (1,500)** Pre-Merger Class A Units of **AG MANAGEMENT GROUP, LLC** shall be and become **ONE THOUSAND FIVE HUNDRED SEVENTY FIVE (1,575)** Post-Merger Class A Units of the Surviving Limited Liability Company.) As of the Effective Date, all Class A Units of Disappearing Limited Liability Companies shall forever terminate and be extinguished.

B. On the Effective Date, **TWO THOUSAND SIX HUNDRED SIXTY FIVE (2,665)** Class B Units of **AG MANAGEMENT GROUP, LLC** Units shall be and become Class B Units of the Surviving Limited Liability Company, which shall be owned and held by the existing holder of Class B Units

of **AG MANAGEMENT GROUP, LLC**, and all other Class B Units of any Disappearing Limited Liability Company shall forever terminate and be extinguished as of the Effective Date.

C. On the Effective Date, the existing Class C Units of any of the Constituent Limited Liability Companies shall forever terminate and be extinguished as of the Effective Date.

D. On or after the Effective Date, the Surviving Limited Liability Company may issue additional Class A Units, Class C Units, or Class D Units pursuant to the Second Amended and Restated Operating Agreement; *provided, however*, that no more than **TEN THOUSAND (10,000)** Units of the Surviving Limited Liability Company shall be issued and outstanding at any time. *Further provided, however*, that any authorized but technically unissued Units of the Surviving Limited Liability Company from time-to-time shall be deemed to be issued and outstanding Class B Units held by the owner and holder of Class B Units of **AG MANAGEMENT GROUP, LLC**, until such time as issued to third party investors.

4. Satisfaction of Rights of Disappearing Limited Liability Company Members. All membership interests of the Disappearing Limited Liability Companies into which Units of the Surviving Limited Liability Company shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted Units and shall forever and absolutely terminate and be extinguished as of the Effective Date.

5. Effect of Merger. On the Effective Date, the separate existence

of Disappearing Limited Liability Companies shall cease, and Surviving Limited Liability Company shall be fully vested in Disappearing Limited Liability Companies' properties, rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in the Act.

6. Supplemental Action. If at any time after the Effective Date the Surviving Limited Liability Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the members and managers of the Surviving Limited Liability Company or any Disappearing Limited Liability Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Limited Liability Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Limited Liability Company, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date

On the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Limited Liability Companies and the Surviving Limited Liability Company shall cause their respective managers to execute Articles of Merger in the form attached to this Agreement as Exhibit "B" and made a part hereof, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Limited Liability Company to the Florida Secretary of State. In accordance with the Act, the

Articles of Merger shall specify the "Effective Date," which shall be the Effective Date pursuant to this Plan.

8. Plan Contingent Upon Approval of Existing Members of Constituent Limited Liability Companies and Waiver of Appraisal Rights. This Plan is

contingent upon approval of the existing members of each of the Constituent Limited Liability Companies pursuant to the existing Articles of Organization and the existing operating agreements of the Constituent Limited Liability Companies as well as the waiver of all rights of appraisal and dissenters rights pursuant to Sections 608.4351 through 608.43595, *inclusive*, of the Act; *provided, however*, the Manager of the Surviving Limited Liability Company may waive this contingency with respect to waiver of appraisal and dissenters rights if said Manager concludes in its sole and exclusive discretion that the appraisal or dissenting rights actually asserted do not threaten the economic health and continuing business vitality of the Surviving Limited Liability Company.

9. Amendment and Waiver. Prior to the Closing, any of the terms or conditions of this Plan may be modified, altered, amended, or waived by any one of the Constituent Limited Liability Companies which is, or the members of which are, entitled to the benefit thereof by action taken by the managers of such party by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the Act.

10. Termination. At any time before the filing of the Articles of Merger with the Florida Department of State, this Plan may be terminated and the Merger abandoned by mutual consent of the managers of all Constituent Limited

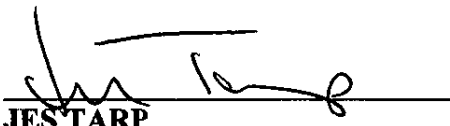
Liability Companies, notwithstanding favorable action by the members of the respective
Constituent Limited Liability Companies.

IN WITNESS WHEREOF, the parties have set their hands on this 27 day of
NOVEMBER, 2007.

“Surviving Limited Liability Company”

AG MANAGEMENT GROUP, LLC,
a Florida limited liability company

By: **PRJ HOLDINGS, LLC, a Florida limited liability company,**

By: 
JES TARP
Its: Managing Member

Its: Managing Member

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TALLAHASSEE, FLORIDA

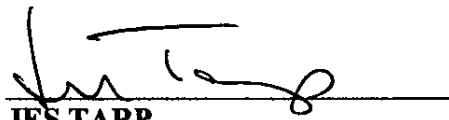
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“Disappearing Limited Liability Companies”

UKAG GROUP, LLC, a Florida limited liability company,

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a Florida limited liability company

By: **PRJ HOLDINGS, LLC, a Florida limited liability company,**

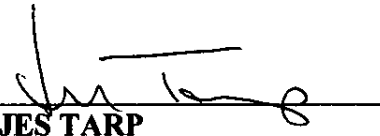
By: 
JES TARP
Its: Managing Member

Its: Managing Member

Its: Managing Member

UKAG GROUP II, LLC, a Florida limited liability company,


By: 
QUENTIN M. SILIC
Its: Manager

By: 
JES TARP
Its: Manager

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By: **AG MANAGEMENT GROUP, LLC,**
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By: **AG MANAGEMENT GROUP, LLC,**
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