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(Requestor's Name)

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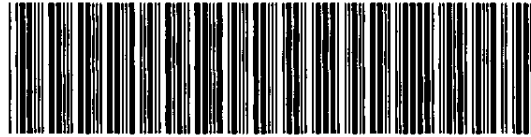
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 OCT 18 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan OCT 19 2012

FOLTZ MARTIN

ATTORNEYS AT LAW

3525 PIEDMONT ROAD NE
5 PIEDMONT CENTER SUITE 750 ATLANTA GA 30305-1541
TELEPHONE 404-231-9397 / FACSIMILE 404-237-1859

October 17, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: FLG Express, LLC Certificate of Merger

Dear Sir/Madam:

Enclosed are the following documents regarding the merger of FLG Express, LLC, a Florida limited liability company into FLG Express, LLC, a Georgia limited liability company:

1. Cover Letter;
2. Certificate of Merger;
3. Consent of Member;
4. Florida Certificate of Status for FLG Express, LLC; and
5. Check in the amount of \$80 to cover the filing fee for two (2) LLC's and certified copy.

Please return the certified copy to my attention via the prepaid Federal Express envelope provided. Please feel free to contact me should you have any questions or require any assistance.

Sincerely,

FOLTZ MARTIN HUDSON & KNAPP, LLC

Cindy H. Landreau

Cindy H. Landreau
Legal Administrative Assistant

/chl
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLG Express, 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:

Jeffrey D. Cunningham

Contact Person

Foltz Martin Hudson & Knapp, LLC

Firm/Company

3525 Piedmont Road NE, Building 5, Suite 750

Address

Atlanta, Georgia 30305

City, State and Zip Code

clandreau@foltzmartin.com

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

For further information concerning this matter, please call:

Cindy Landreau

Name of Contact Person

at (404)

231-9397

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

**CERTIFICATE OF MERGER OF
FLG EXPRESS, LLC INTO
FLG EXPRESS, LLC**

FILED
12 OCT 18 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

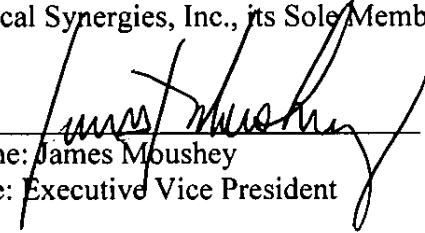
This CERTIFICATE OF MERGER is made to evidence the merger by and between FLG EXPRESS LLC, a Florida limited liability company ("FLG Florida"), and FLG EXPRESS LLC, a Georgia limited liability company ("FLG Georgia"), in accordance with § 608.4382 of the Florida Limited Liability Company Act.

- (1) The plan of merger by and between FLG Florida and FLG Georgia included as Exhibit "A" to this Certificate of Merger has been approved by unanimous consent of each of FLG Florida and FLG Georgia.
- (2) No domestic partnership is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382(1)(c) of the Florida Limited Liability Company Act.
- (3) No domestic corporation is a party to this merger and thus no approval of any domestic corporation is needed under § 608.4382(1)(d) of the Florida Limited Liability Company Act.
- (4) No other business entity is a party to this merger and thus no approval of any other business entity is needed under § 608.4382(1)(e) of the Florida Limited Liability Company Act.
- (5) The effective date of this merger shall be the date of filing of these Articles of Merger with the Florida Department of State.
- (6) The address of the principal office of the surviving entity is 1995 North Park Place, Suite 300, Atlanta, GA 30339.
- (7) FLG Georgia, the surviving entity, hereby appoints the Secretary of State of Florida 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 §§ 608.4351-608.43595 of the Florida Limited Liability Company Act. The Secretary of State of Florida may mail any notice to FLG Georgia to the following address: 3525 Piedmont Road NE, Suite 5-750, Atlanta, Georgia 30305-1586.
- (8) FLG Georgia agrees to pay to any members of FLG Florida with appraisal rights the amount to which such members are entitled under § 608.4351-608.43595 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Merger to be duly executed in its name this 15th day of October, 2012.

FLG EXPRESS, LLC,
a Florida limited liability company

By: Vertical Synergies, Inc., its Sole Member

By: 
Name: James Moushey
Title: Executive Vice President

FLG EXPRESS, LLC,
a Georgia limited liability company

By: Vertical Synergies, Inc., its Sole Member

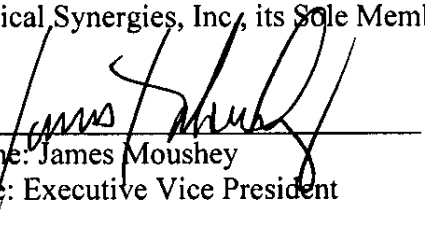
By: 
Name: James Moushey
Title: Executive Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made and entered into this 15th day of October, 2012, by and between FLG EXPRESS, LLC, a Florida limited liability company ("FLG Florida"), and FLG EXPRESS, LLC, a Georgia limited liability company ("FLG Georgia"), said parties being hereinafter referred to sometimes as the "Constituent Parties".

WITNESSETH:

WHEREAS, FLG Georgia is a limited liability company duly organized and validly existing under the laws of the State of Georgia;

WHEREAS, FLG Florida is a limited liability company duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Board, or sole member of the respective Constituent Entities have determined that it is advisable and for the benefit of each of the said Constituent Entities and their respective shareholders, members and/or managers that the Constituent Entities be merged, with FLG Georgia remaining the surviving company ("Surviving Company"), in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida and the State of Georgia;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Entities have agreed, and hereby agree, as follows:

ARTICLE 1. **MERGER**

The terms of the merger are:

(a) FLG Florida shall be merged into FLG Georgia on the Effective Date, as defined below, in accordance with the statutory procedures set forth in the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act.

(b) FLG Georgia shall be the surviving company and the company identity, existence, purposes, powers, franchises, rights, and immunities of FLG Georgia shall continue unaffected and unimpaired by the merger. The Certificate of Organization and the Operating Agreement of FLG Georgia shall remain in effect as the Certificate of Organization and the Operating Agreement of the surviving company. The duly qualified and acting managers of FLG Georgia immediately prior to the Effective Date shall be the managers of the Surviving Company.

(c) All rights of creditors and all liens upon any property of FLG Florida shall be preserved unimpaired, and all debts, liabilities, and duties of FLG Florida shall be enforceable against FLG Georgia.

(d) The separate existence of FLG Florida, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Entities shall become a single limited liability company.

(e) The assets, liabilities and net worth accounts of FLG Florida shall be taken up on the books of FLG Georgia as at the Effective Date in the amounts at which they shall then be carried on the books of FLG Georgia, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

(f) All company acts, plans, policies, approvals and authorizations of FLG Florida, its members, managers, shareholders, and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of FLG Georgia, and shall be as effective and binding thereon as the same were with respect to FLG Florida.

(g) The name of the surviving corporation shall be "FLG Express, LLC."

ARTICLE 2.

SERVICE OF PROCESS: REGISTERED AGENT

FLG Georgia may be sued and served with process in any proceeding for the enforcement of any obligation of FLG Florida. The registered office of FLG Georgia is 3525 Piedmont Road NE, Atlanta, GA 30305-1586. The name of its registered agent at such address is Jeffrey D. Cunningham.

ARTICLE 3.

EFFECTING MERGER

The mode of carrying the merger into effect and the manner and basis of converting the membership interest of FLG Florida into the membership interest of FLG Georgia shall be as follows:

(a) Each issued and outstanding membership interest of FLG Florida owned by a member of FLG Florida shall, by virtue of the merger and without any action on the part of the member thereof, be converted into the membership interest of FLG Georgia.

(b) To the extent required by applicable law, each member of FLG Georgia will represent and warrant to FLG Georgia that he, she or it is acquiring the membership interest in FLG Georgia for his, her or its own account and that he, she or it will not resell the membership interest in FLG Georgia unless pursuant to an offering registered under applicable federal and state securities laws or otherwise in compliance with or exempt therefrom.

(c) This Agreement shall be submitted for approval to the members or Boards of the respective Constituent Entities as provided by the applicable laws of the State of Florida and the State of Georgia. There shall be required for the adoption of this Agreement as to each of the Constituent Entities, the affirmative vote of the sole member of FLG Florida.

(d) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Entities or their shareholders or members, as applicable.

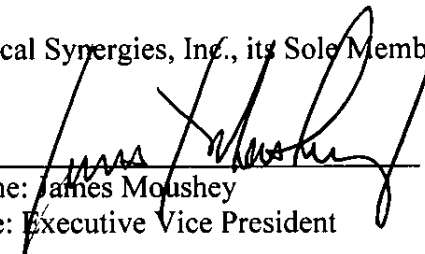
ARTICLE 4. EFFECTIVE DATE

The merger shall become effective upon the date of filing of these Articles of Merger with the Georgia Secretary of State ("Effective Date"). If at any time before the Effective Date, a Constituent Entity notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Entities shall file no Articles of Merger or Certificate of Merger with the Florida Department of State or the Georgia Secretary of State, or if any such Articles of Merger or Certificate of Merger shall have been filed, the Constituent Entities shall take any necessary steps to rescind such filing.

[Signatures contained on following page]

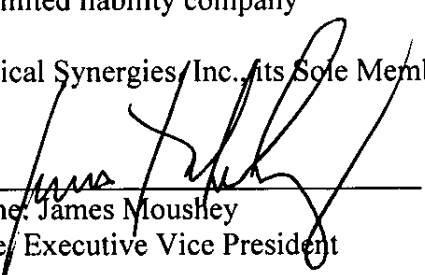
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