

Division of Corporations

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L04000084282

Florida Department of State
Division of Corporations
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11/7 merger

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L04-84282

MERGER OR SHARE EXCHANGE

RESOLUTE PARTNERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
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50.00

M. HODGES

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05 NOV -7 AM 8:00
DIVISION OF CORPORATIONS

FILED
05 NOV -7 AM 10:32
TALLAHASSEE FLORIDA

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Act (the "Act").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Resolute Partners, LLC 75 Clapboard Ridge Rd. Greenwich CT 06830	Connecticut	Limited liability company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Resolute Partners, LLC 2 Pine Lane East Village of Golf, FL 33436	Florida FL Document/Registration No. LD4000084283	Limited liability company

THIRD: The attached Plan of Merger meets the requirements of Section 607.438 of the Act, and was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 606 of the Act.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of state under which such other business entity was organized.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to this merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

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05 NOV -7 AM 10:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN WITNESS WHEREOF, the parties herunto have executed these Articles of Merger
as of the 22nd day of September, 2005.

RESOLUTE PARTNERS, LLC,
a Florida limited liability company

By James R. Birtle
James R. Birtle, Es Member

RESOLUTE PARTNERS, LLC,
a Connecticut limited liability company

By James R. Birtle
James R. Birtle, Es Member

PLAN OF MERGER
of
RESOLUTE PARTNERS, LLC
(a Connecticut limited liability company)
with and into
RESOLUTE PARTNERS, LLC
(a Florida limited liability company)

THIS PLAN OF MERGER (this "Plan") is entered into this 22nd day of September, 2005, pursuant to Section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act") and pursuant to Sections 34-194 and 34-195 of the Connecticut Limited Liability Company Law (the "Connecticut Act") by:

Resolute Partners, LLC, a Connecticut limited liability company
("Resolute Connecticut")

And

Resolute Partners, LLC, a Florida limited liability company
("Resolute Florida").

WITNESSETH:

WHEREAS, the respective members of Resolute Florida and Resolute Connecticut, each have deemed it advisable to merge Resolute Connecticut with and into Resolute Florida (the "Merger"); and

WHEREAS, the members of Resolute Florida and Resolute Connecticut have approved the Merger pursuant to the provisions of the Florida Act and pursuant to the provisions of the Connecticut Act upon the terms and conditions hereinafter set forth; and

WHEREAS, Resolute Florida and Resolute Connecticut have adopted, approved, certified, executed and acknowledged this Agreement pursuant to Section 608.4381 of the Florida Act and pursuant to Sections 34-194 and 34-195 of the Connecticut Act.

NOW, THEREFORE, in consideration of the premises, and covenants contained herein, the parties hereto, in accordance with the laws of the State of Florida and the State of Connecticut, do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the Merger into effect:

1. On the Effective Date (as hereinafter defined), and subject to the terms and conditions set forth herein, Resolute Connecticut shall be merged with and into Resolute Florida, such that all of the property, interests, assets, rights, privileges, immunities, powers, and authority of Resolute Connecticut shall be vested in Resolute Florida, and all of the liabilities and obligations of Resolute Connecticut shall become the liabilities and obligations of Resolute Florida, effective upon the Effective Date. Resolute Florida shall be the surviving company in the Merger (sometimes hereinafter referred to as the "Surviving Company"), and shall continue to exist as said Surviving Company under the name Resolute Partners, LLC pursuant to the provisions of the Florida Act. The separate existence of Resolute Connecticut shall cease as of the Effective Date in accordance with the provisions of the Connecticut Act.

2. The Articles of Organization of Resolute Florida, as now in force and effect, shall continue to be the Articles of Organization of the Surviving Company, without amendment.

3. The Operating Agreement of Resolute Florida, as it shall exist on the Effective Date, shall be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed as therein provided.

4. All of the interests of the members of Resolute Connecticut shall automatically, by virtue of the Merger and without any further action on the part of Resolute Connecticut or Resolute Florida be cancelled as of the Effective Date, and no consideration shall be delivered in exchange therefor. The issued and outstanding membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest of Resolute Florida which is issued immediately prior to the Effective Date shall continue to represent a membership interest of the Surviving Company.

5. The name and address of the managing member of the Surviving Company is:

James R. Hirle
2 Pine Lane East
Village of Golf, FL 33436

6. In the event that this Plan shall have been fully adopted on behalf of Resolute Florida and of Resolute Connecticut in accordance with the provisions of the Florida Act and in accordance with the provisions of the Connecticut Act, Resolute Florida and Resolute Connecticut agree that they will cause to be executed and filed and recorded any document prescribed by the laws of the State of Florida and the State of Connecticut, and that they will cause to be performed all necessary acts within the State of Florida and the State of Connecticut and elsewhere to effectuate the Merger.

7. The members of Resolute Florida and Resolute Connecticut, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or

become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger.

8. The Merger shall become effective upon the latter of the filing of the Certificate of Merger to be filed with the State of Florida or the Certificate of Merger to be filed with the State of Connecticut, such time and date to be designated herein as the "Effective Date".

9. Notwithstanding the full adoption of this Plan, this Plan may be terminated at any time prior to the filing of a Certificate of Merger with the Secretary of State of the State of Florida by the sole member of Resolute Florida.

10. Notwithstanding the full adoption of the Plan, this Plan may be terminated at any time prior to the filing of a Certificate of Merger with the Secretary of State of the State of Connecticut by the sole member of Resolute Connecticut.

11. This Agreement shall be on file at the principal place of business of the Surviving Company and a copy of this Plan will be furnished by the Surviving Company on request and without cost to any member, stockholder or other person holding an interest in Resolute Florida or Resolute Connecticut.

IN WITNESS WHEREOF, this Plan is hereby signed on behalf of each of the parties thereto.

RESOLUTE PARTNERS, LLC

Dated: September 22, 2005

By: James R. Baile
James R. Baile, its Member

RESOLUTE PARTNERS, LLC

Dated: September 22, 2005

By: James R. Baile
James R. Baile, its Member