

APR 15 2010 THU 1 55

ANSBACHER SCHNEIDER

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MERGER OR SHARE EXCHANGE

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**CERTIFICATE OF MERGER**

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned organizations adopt the following Certificate of Merger:

1. In the manner prescribed by Section 608.4381(1) of the Florida Statutes, the following Plan of Merger was approved by the written consent of Pamela J. Newey, Managing Member of Pam, L.L.C., a Florida limited liability company, whose address is 720 Oaks Field Road, Jacksonville, Florida 32211 and whose Florida document/registration number is L05000023596 (hereinafter referred to as the "Surviving Company") and by the written consent of Pamela J. Newey, Managing Member of PEN Ventures, L.L.C., a Florida limited liability company, whose address is 720 Oaks Field Road, Jacksonville, Florida 32211 and whose Florida document/registration number is L07000025334. (hereinafter referred to as the "Absorbed Entity").

**PLAN OF MERGER**

Section One. Merger. PEN Ventures, L.L.C., a Florida limited liability company, (sometimes the "Absorbed Entity"), shall merge with and into Pam, L.L.C., a Florida limited liability company, (sometimes the "Surviving Company"), whose address is 720 Oaks Field Road, Jacksonville, Florida 32211 and whose Florida document/registration number is L05000023596.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity then owing as of such date with respect to the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the Absorbed Entity into interests in the Surviving Company is as follows:

The entire ownership interests of the Absorbed Entity held on the effective date of the merger shall be converted into one hundred (100%) percent of the membership interests in the Surviving Company. The sole Member of the Absorbed Entity is the sole Member of the Surviving Company.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

Section Six. Managing Member. The Managing Member of the Surviving Company on the effective date of the merger shall continue as the Managing Member of the Surviving Company. The Managing Member of the Surviving Company is Pamela J. Newey, 720 Oaks Field Road, Jacksonville, Florida 32211.

Section Seven. Approval by the sole Member of the Surviving Company and the sole Member of the Absorbed Entity, the Surviving Company, the Absorbed Company, and the Managing

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Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Certificate of Merger are filed with Florida Secretary of State.

2. The Plan of Merger meets the requirements of Section 608.4382 of the Florida Statutes, and has been approved by the each limited liability company that is a party to the merger in accordance with the applicable of the provisions of Section 608.4382 of the Florida Statutes.

3. The effective date of the merger shall be the date the Certificate of Merger is filed with Florida Secretary of State.

The undersigned Pam, L.L.C. and PENVentures L.L.C have caused these Certificate of Merger of PEN Ventures, L.L.C. into Pam, L.L.C., duly executed this 13th day of April, 2010.

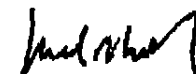
Pam, L.L.C.,  
a Florida limited liability company

By: 

Michael N. Schneider, Authorized Representative

"Surviving Company"

PENVentures L.L.C.,  
a Florida limited liability company

By: 

Michael N. Schneider, Authorized Representative

"Absorbed Entity"

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