

L05000030025

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SECRETARY OF STATE
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600050607789



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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Fleis Group, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF MERGER
OF
FLEIS GROUP, INC. AND FLEIS GROUP, LLC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted pursuant to the provisions of Florida Statutes Sections 607.1109 and 608.4382.

1. The names and Florida Document Numbers of the entities which are parties to the within merger are Fleis Group, Inc., P03000092119, and Fleis Group, LLC, L05000030025. Fleis Group, LLC is the surviving entity.

2. The attached Plan of Merger meets the requirements of Florida Statutes Sections 607.1108 and 608.438 and was approved by each domestic corporation and limited liability company that is a party to the merger in the manner prescribed by Florida Statutes Chapters 607 and 608.

3. The merger shall become effective as of the date the Articles of Merger are file with the Florida Department of State.

Dated April 15 2005

In the presence of:

Monrie McDaniel
print:

Fleis Group, Inc.

Edward M. Fleis
By: Edward M. Fleis, President

Monrie McDaniel
print:

Fleis Group, LLC

Edward M. Fleis
By: Edward M. Fleis, Member

**PLAN OF MERGER
OF
FLEIS GROUP, INC. AND FLEIS GROUP, LLC**

This Plan of Merger is entered into by and between Fleis Group, Inc. and Fleis Group, LLC on this 16 day of April, 2005.

RECITALS:

A. Fleis Group, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2060 Highway A1A, Suite 308, Indian Harbour Beach, Florida 32937.

B. Fleis Group, Inc. has a capitalization of 1,000 authorized shares of no par value common stock, of which 1,000 shares are issued and outstanding.

C. Fleis Group, LLC is a limited liability company organized and existing under the laws of the State Of Florida with its principal office at 2060 Highway A1A, Suite 308, Indian Harbour Beach, Florida 32937.

D. Fleis Group, Inc. and Fleis Group, LLC have each elected to be taxed as an S corporation.

E. The Board of Directors and shareholders of Fleis Group, Inc. and the Manager and members of Fleis Group, LLC deem it desirable and in the best business interests of the business entities and their shareholders and members that Fleis Group, Inc. be merged into Fleis Group, LLC pursuant to the provisions of Florida Statutes Sections 607.1108 and 608.438 in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties agree as follows:

Section 1. Merger. Fleis Group, Inc. shall merge with and into Fleis Group, LLC, which shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving entity shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section 3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into membership interests of the surviving entity is as follows:

(a) Each share of the common stock of Fleis Group, Inc. issued and outstanding on the effective date of the merger shall be converted into a one-tenth percent (.10%) membership interest in Fleis Group, LLC, which membership interests of the surviving entity shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving entity or its duly appointed agent, in the manner that the surviving entity shall legally require. On receipt of the share certificates, the surviving entity shall issue and exchange certificates for membership interests in the surviving entity, representing the percentage of membership interests to which the holder is entitled as provided above.

Section 4. Changes in Articles of Organization. The Articles of Organization of the surviving entity shall continue to be its Articles of Organization following the effective date of the merger.

Section 5. Changes in Operating Agreement. The Operating Agreement of the surviving entity shall continue to be its Operating Agreement following the effective date of the merger.

Section 6. Managers. The name and address of each Manager of the surviving entity is: Edward M. Fleis, 2060 Highway A1A, Suite 308, Indian Harbour Beach, Florida 32937.

Section 7. Prohibited Transactions. Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section 8. Approval by Shareholders and Members. This plan of merger shall be submitted for the approval of the shareholders of Fleis Group, Inc. and the members of Fleis Group, LLC in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before April 8, 2005 or at such other time as to which the board of directors and managers of the parties may agree.

Section 9. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are file with the Florida Department of State.

Section 10. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of Fleis Group, Inc. or the managers of Fleis Group, LLC at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of Fleis Group, Inc. or the members of Fleis Group, LLC on or before April 30, 2005; or

(b) If, in the judgment of the board of directors of Fleis Group, Inc. or the managers of Fleis Group, LLC, the merger would be impracticable because of the number of dissenting shareholders or dissenting members asserting appraisal rights under the laws of the State of Florida.

Section 11. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers or managers pursuant to the authorization of their respective board of directors or managers on the date first above written.

In the presence of:

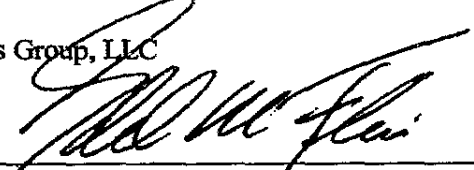
Monrie McDaniel
print:

Monrie McDaniel
print:

Fleis Group, Inc.


By: Edward M. Fleis, President

Fleis Group, LLC


Edward M. Fleis, Manager