

Division of Corporations

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L05000053117

Florida Department of State
Division of Corporations
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From: Account Name : THE FARR LAW FIRM
Account Number : 103654001666
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MERGER OR SHARE EXCHANGE

PGI Invest, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$110.00

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EXAMINER

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ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 and 607.1109 of the *Florida Statutes*.

ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

NAME
RIF REAL INVESTMENT
FLORIDA, INC.
Document No. P97000050332

JURISDICTION
FLORIDA

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME
PGI INVEST, LLC
Document No. L05000053117

JURISDICTION
FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes* and by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the *Florida Statutes*. All of the managers and all of the members of the surviving entity and the sole shareholder and all of the directors of the disappearing entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the surviving entity or the Articles of Incorporation of the disappearing entity.

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 28 day of February, 2008.

SURVIVING ENTITY:

PGI INVEST, LLC,
a Florida limited liability company

By: [Signature]
Martin Schulz, Manager

DISAPPEARING ENTITY:

RIF REAL INVESTMENT FLORIDA, INC.
a Florida corporation

By: [Signature]
Sabine Schmitzer, President

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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this
22 day of February, 2008.


SURVIVING ENTITY:

PGI INVEST, LLC,
a Florida limited liability company

By: 
Martin Schulz, Manager

DISAPPEARING ENTITY:

RIF REAL INVESTMENT FLORIDA,
INC., a Florida corporation

By: 
Sabine Schmitzer, President

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ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
PGI INVEST, LLC	FLORIDA
Document No. L0500003117	

ARTICLE III

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.
2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of limited liability companies organized under the laws of the State of Florida.
3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.
5. Because the Surviving Entity owns one hundred percent (100%) of the issued and outstanding stock of the Disappearing Entity, there shall be no conversion of the shares of the Disappearing Entity, nor any payment therefor and the shares of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any shareholder of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

ARTICLE IV

The name and address of the manager of the Surviving Entity is:

MARTIN SCHULZ
713 West Reta Esplanade
Punta Gorda, Florida 33950

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 608.438; 608.4381; 608.4382; 608.4383, 607.1108; and 607.1109, *Florida Statutes*;

RECITALS:

WHEREAS, RIF REAL INVESTMENT, FLORIDA, INC., a Florida corporation (Document Number P97000050332) (the "Disappearing Entity") desires to merge with and into PGI INVEST, LLC, a Florida limited liability company (Document Number L05000053117) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Surviving Entity owns one hundred percent (100%) of the issued and outstanding stock of the Disappearing Entity; and

WHEREAS, the manager of the Surviving Entity and the board of directors of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each merging party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
RIF REAL INVESTMENT FLORIDA, INC. Document No. P97000050332	FLORIDA
PGI INVEST, LLC Document No. L05000053117	FLORIDA

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