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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, 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:

RHETT H. LAURENS, ESQ.

(Contact Person)

KEVIN S. KING

(Firm/Company)

190 NORTHGLENN COURT

(Address)

ATLANTA, GA 30342

(City, State and Zip Code)

For further information concerning this matter, please call:

RHETT LAURENS at (404) 228-4228

(Name of Contact Person)

(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

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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER FOR
WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC,
A GEORGIA LIMITED LIABILITY COMPANY
WITH AND INTO
WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Georgia Limited Liability Company into the following Florida Limited Liability Company in accordance with section 608.4382, Florida Statutes.

I.

The merging party is WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A GEORGIA LIMITED LIABILITY COMPANY, whose principal place of business is located at:


190 Northglenn Court
Atlanta, Georgia, 30342

II.

The surviving party is WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY, whose principal place of business is located at:

350 South Bromeliad
West Palm Beach, Florida, 33401

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TREASURER, FLORIDA


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III.

The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 608.4382, Florida Statutes, and was duly approved by the Members of WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A GEORGIA LIMITED LIABILITY COMPANY, and the Members of WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

IV.

The executed Agreement and Plan of Merger is on file at the principal place business of the surviving limited liability company, WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY.

V.

As the surviving limited liability company, WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY, is without a certificate of authority to transact business in Georgia, the Georgia Secretary of State is appointed as agent of the surviving entity on whom process in the State of Georgia, in any action, suit or proceeding for the enforcement of an obligation of each limited liability company constituent to this merger, may be served and a copy of such process may be mailed to:

190 Northglenn Court
Atlanta, Georgia, 30342

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TALLAHASSEE, FLORIDA

VI.

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of either limited liability company that is party to the merger.

VII.

Pursuant to the Agreement and Plan of Merger, the merger of WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A GEORGIA LIMITED LIABILITY COMPANY, and WEIDEL INTERNATIONAL INSURANCE AND FINANCIAL SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY shall be effective as of the date the Certificate of Merger is filed with the Secretary of State of Florida.

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FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger, this

28 day of July, 2006.

**WEIDEL INTERNATIONAL INSURANCE
AND FINANCIAL SERVICES, LLC, A GEORGIA
LIMITED LIABILITY COMPANY**

By: _____

Lawrence W. Weidel, Member-Manager

**WEIDEL INTERNATIONAL INSURANCE
AND FINANCIAL SERVICES, LLC, A FLORIDA
LIMITED LIABILITY COMPANY**

By: _____

Lawrence W. Weidel, Member-Manager