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MERGER OR SHARE EXCHANGE**COLONY GROUP HOLDINGS, LLC**

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ARTICLES OF MERGER

OF

**Colony Group Holdings, Inc.
a Florida corporation**

AND

**Colony Group Holdings, LLC,
a Florida limited liability company**

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), Colony Group Holdings, Inc., a Florida Corporation (the "Merging Corporation"), and Colony Group Holdings, LLC, a Florida limited liability company (the "Surviving Company") adopted on the 11th day of August, 2005, the following Articles of Merger for the purpose of effecting a merger in accordance with provisions of the FBCA and the Act, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Colony Group Holdings, Inc. P. O. Box 551600 Ft. Lauderdale, FL 33355	Florida	Corporation
Florida Document/ Registration Number: S65987		

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Colony Group Holdings, LLC P. O. Box 551600 Ft. Lauderdale, FL 33355	Florida	Limited Liability Company
Florida Document/ Registration Number: L05000086229		

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THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the Act, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 608.4381, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on *August* February *21*, 2005.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this *31st* day of *August*, 2005.

COLONY GROUP HOLDINGS, INC.

By: *Suzette Steward*
Suzette Steward, President

COLONY GROUP HOLDINGS, LLC

By: *Suzette Steward*
Suzette Steward, Manager

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