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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PDR Investment Team, 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:

Richard K. Barra, Esq.

(Contact Person)

Scott, Harris, Bryan, Barra & Jorgensen, P.A.

(Firm/Company)

4400 PGA Blvd., Suite 800

(Address)

Palm Beach Gardens, FL 33410

(City, State and Zip Code)

For further information concerning this matter, please call:

Richard K. Barra

(Name of Contact Person)

at (561) 624-3900

(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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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PDR Team, LLC 165-89053	Florida	limited liability company
PDR Investment Team, LLC	Florida	limited liability company
166-7157		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PDR Investment Team, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

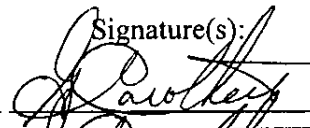
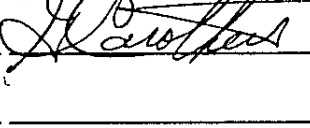
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PDR Team, LLC		Gary D. Carothers, Manager
PDR Investment Team, LLC		Gary D. Carothers, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PDR Team, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PDR Investment Team, LLC	Florida	limited liability company

THIRD: The terms and conditions of the merger are as follows:

See Exhibit "A" attached hereto and made a part hereof.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since the merging company is a wholly owned subsidiary of the

surviving company, all outstanding membership certificates of the

merging company will be cancelled and surrendered.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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EXHIBIT A

Plan of Merger

Pursuant to the provisions of Section 608.438, F.S., **PDR Team, LLC** shall be merged into **PDR Investment Team, LLC**, with **PDR Investment Team, LLC** sometimes referred to herein as the "Surviving Company". The Plan of Merger is as follows:

1. Name of Each Entity Proposing to Merge:
 - (a) **PDR Team, LLC**, a Florida limited liability company;
 - (b) **PDR Investment Team, LLC**, a Florida limited liability company.

2. Name of the Surviving Company:

PDR Investment Team, LLC, a Florida limited liability company.

3. Terms and Conditions of the Proposed Merger:

The merger shall be completed as soon as possible, by the filing of articles of merger with the Department of State of Florida.

The office of the Surviving Company will be 1242 S.W. Knollwood Drive, Palm City, Florida 34990.

The fiscal year of the Surviving Company will be the calendar year.

The operating agreement for **PDR Investment Team, LLC** shall be the operating agreement for the Surviving Company.

4. Since **PDR Investment Team, LLC** currently owns all issued and outstanding membership interests in **PDR Team, LLC**, all issued and outstanding membership certificates in **PDR Team, LLC** shall be surrendered and cancelled. No membership units for the Surviving Company shall be issued in exchange therefor.

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5. The name and address of the sole current manager of the Surviving Company shall be as follows:

Gary D. Carothers
1242 S.W. Knollwood Drive
Palm City, Florida 34990

6. The merger shall be effective upon the filing of the Articles of Merger with the Department of State of Florida.

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