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Florida Department of State
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MERGER OR SHARE EXCHANGE

FR Advisors LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$105.00

\$150⁰⁰

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Help

**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>
FR Advisors LLC	Ohio	LLC
FR Advisors LLC	Florida	LLC

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>
FR Advisors LLC	Florida	LLC

#L06000035214

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/or 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 not 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 entitled 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:

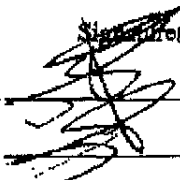
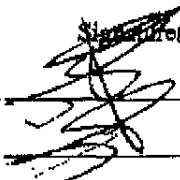
Street address: _____

Mailing address: _____

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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:
FR Advisors LLC (an Ohio LLC)		George W. Meyers
FR Advisors LLC (a Florida LLC)		George W. Meyers

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>
FR Advisors LLC	Ohio	LLC
FR Advisors LLC	Florida	LLC

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>
FR Advisors LLC	Florida	LLC

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

See attached Plan of Merger

(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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger

(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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

None

(Attach additional sheet if necessary)

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

See attached Plan of Merger

(Attach additional sheet if necessary)

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

See attached Plan of Merger

(Attach additional sheet if necessary)

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06 APR 17 AM 9:16**AGREEMENT AND PLAN OF MERGER**

Pursuant to §1705.37 of the Ohio Revised Code and Chapter 608.438 of the Florida Statutes, this is An Agreement and Plan of Merger dated April 7, 2006, between FR Advisors LLC, an Ohio limited liability company, and FR Advisors LLC, a Florida limited liability company.

1. The name of the Ohio limited liability company that will merge with and into FR Advisors, the Florida limited liability company, is FR Advisors LLC (hereinafter "FR Advisors-OH"). The name of the Florida limited liability company that will be the surviving entity in the merger is FR Advisors LLC (hereinafter "FR Advisors-FL"). The principal office address of FR Advisors-FL is 15580 Kilmarnock Drive, Ft. Meyers, Florida 33912.

2. The effective date of the Merger (the "Effective Time") will be the date on which the Articles of Merger are filed with the Ohio and Florida Secretaries of State.

3. At the Effective Time, *inso facto*, and without any action on the part of the holder thereof, the membership interests of the members of FR Advisors-OH will be canceled and the membership interests of the members of FR Advisors-FL will remain issued and outstanding as the membership interests of the surviving entity in the merger.

4. This Plan of Merger was adopted by the sole Member and Manager of FR Advisors-OH and by the sole Member and Manager of FR Advisors-FL in accordance with their respective Articles of Organization and Operating Agreements and applicable law.


5. The Operating Agreement of FR Advisors-FL shall be the operating agreement of the surviving entity in the merger.

6. FR Advisors-OH hereby appoints the Ohio Secretary of State as its agent for substitute service of process pursuant to §1705.37(7) of the Ohio Revised Code in any proceeding to enforce any obligation or rights of any dissenting member of the limited liability company, if any, that is a party to the merger, in the State of Ohio.


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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger of the date first written above.

FR ADVISORS LLC
An Ohio limited liability company

By: 
George W. Meyers, Sole Member and Manager

FR ADVISORS LLC
A Florida limited liability company

By: 
George W. Meyers, Sole Member and Manager

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