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MERGER OR SHARE EXCHANGE

EDGEWOOD INVESTMENT PARTNERS L.L.C.

Certificate of Status	0
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EXAMINER

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ARTICLES OF MERGER

EDGEWOOD INDIANTOWN EAT, LLC
a Florida limited liability company

WITH AND INTO

EDGEWOOD INVESTMENT PARTNERS, L.L.C.
a Florida limited liability company

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

FIRST: The plan of merger is as follows:

1. **Merger.** Edgewood Indiantown Eat, LLC, a Florida limited liability company, with its address at 7307 NW 122nd Avenue, Parkland, Florida 33076, organized in the jurisdiction of Florida and bearing Document Number L07000092372 ("Indiantown") shall be merged (the "Merger") with and into Edgewood Investment Partners, L.L.C., a Florida limited liability company, with its address at 7307 NW 122nd Avenue, Parkland, Florida 33076, organized in the jurisdiction of Florida and bearing Document Number L06000049310 ("Edgewood"). Indiantown and Edgewood are sometimes hereinafter collectively referred to as the "Constituent Entities." Edgewood Investment Partners, L.L.C. shall be the surviving entity of the Merger (the "Surviving Entity"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Time").

2. **Articles of Organization.** The Articles of Organization of the Surviving Entity, as same shall exist from and after the Effective Time, shall be the Articles of Organization of the Surviving Entity following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization of the Surviving Entity, shall constitute the Articles of Organization of the Surviving Entity separate and apart from these Articles of Merger.

3. **Succession.** At the Effective Time; Edgewood shall continue its existence under the laws of the State of Florida, and the separate existence and organization of Indiantown, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Interests.** At the Effective Time, by virtue of the Plan of Merger and without any further action on the part of the Constituent Entities or their members, the Membership Interests of Indiantown shall be changed and converted into 100% of Edgewood membership interest pursuant to the Merger.

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SECOND: The Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger, in accordance with Chapter 608, Florida Statutes.

THIRD: The Effective Time of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

Dated this 15 day of July, 2008.

EDGEWOOD INDIANTOWN EAT, LLC,
a Florida limited liability company

By: 

Richard J. Leonardi, Managing Member

By: 

Jeffrey S. Beebe, Managing Member

EDGEWOOD INVESTMENT PARTNERS,
LL.C., a Florida limited liability company

By: 

Richard J. Leonardi, Managing Member

By: 

Jeffrey S. Beebe, Managing Member

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