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## MERGER OR SHARE EXCHANGE

Sentinel Fiduciary Services, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
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CERTIFICATE OF MERGER  
MERGING SENTINEL FIDUCIARY SERVICES, INC.  
INTO SENTINEL FIDUCIARY SERVICES, LLC

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, SENTINEL FIDUCIARY SERVICES, LLC, a Florida limited liability company, as the Surviving Entity, hereby delivers this Certificate of Merger for the purpose of merging SENTINEL FIDUCIARY SERVICES, INC., a Florida corporation, into SENTINEL FIDUCIARY SERVICES, LLC, a Florida limited liability company.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved SENTINEL FIDUCIARY SERVICES, INC., in accordance with the applicable provisions of the Florida Business Corporation Act.
3. The Plan was approved SENTINEL FIDUCIARY SERVICES, LLC, in accordance with the applicable provisions of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the constituent entities have executed this CERTIFICATE OF MERGER on the dates indicated below.

SENTINEL FIDUCIARY SERVICES, INC.,  
a Florida corporation

By: [Signature]  
Name: Joseph Bogdahn  
Title: Chief Executive Officer  
Date: 9/22/06

SENTINEL FIDUCIARY SERVICES, LLC,  
a Florida limited liability company

By: [Signature]  
Name: Joseph Bogdahn  
Title: Chief Executive Officer  
Date: 9/22/06

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Exhibit A

[Attach copy of Plan of Merger and Liquidation]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Merger

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## PLAN OF MERGER AND LIQUIDATION

This PLAN OF MERGER AND LIQUIDATION (this "Plan"), is adopted by SENTINEL FIDUCIARY SERVICES, INC., a Florida corporation ("Sentinel Inc."), and SENTINEL FIDUCIARY SERVICES, LLC, a Florida limited liability company ("Sentinel LLC"), for the purpose of merging of Sentinel Inc. into Sentinel LLC pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. For purposes of this Plan, Sentinel LLC is sometimes referred to as the "Surviving Entity").

1. Merger. At the Effective Time (as defined herein), Sentinel Inc. will be merged with and into Sentinel LLC pursuant to and in accordance with the provisions of Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, in a transaction intended to be taxed as liquidation of Sentinel Inc. pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, followed by a contribution of the assets and liabilities of Sentinel Inc. to Sentinel LLC by the shareholders of Sentinel Inc. (the "Merger").
2. Treatment of Equity Interests.
  - a. Sentinel LLC. Each limited liability company membership interest of Sentinel LLC immediately prior to the Effective Time will be unaffected by the Merger, and will remain outstanding following the Merger.
  - b. Sentinel Inc. Each share of stock of Sentinel Inc. outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party adopting this Plan, be cancelled.
3. Management of the Surviving Entity. Sentinel LLC will be the Surviving Entity and management thereof is vested in the managers of Sentinel LLC. The names and mailing addresses of the managers of Sentinel LLC are:

JOSEPH BOGDAHN  
340 W. Central Avenue  
Winter Haven, Florida 33880

MICHAEL F. WELKER  
340 W. Central Avenue  
Winter Haven, Florida 33880

STEPHEN J. LANSING  
340 W. Central Avenue  
Winter Haven, Florida 33880

4. Effective Time. The Merger shall be effective upon the filing of Articles of Merger in accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act and the filing of a Certificate of Merger in accordance with the provisions of Section 608.4382 of the Florida Limited Liability Company Act.

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