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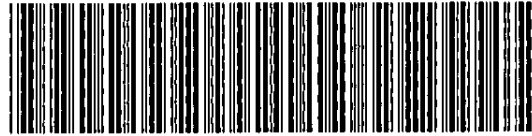
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EXAMINER



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DIVISION OF CORPORATIONS
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**CERTIFICATE OF MERGER
OF
NELBUD ACQUISITION, INC.
INTO
NELBUD HOLDINGS, LLC**

Pursuant to the provisions of Section 608.4382, Florida Statutes, NELBUD ACQUISITION, INC., a Delaware corporation (the "Merging Party"), and NELBUD HOLDINGS, LLC, a Florida limited liability company (the "Surviving Party"), submit the following Certificate of Merger for the purpose of merging the Merging Party into the Surviving Party (the "Merger").

**Article I
Merging Party**

The exact name, entity type and jurisdiction of the Merging Party is:

Nelbud Acquisition, Inc., a Delaware corporation

**Article II
Surviving Party**

The exact name, entity type and jurisdiction of the Surviving Party is:

Nelbud Holdings, LLC, a Florida limited liability company

**Article III
Plan of Merger**

The plan of merger for the Merger (the "Plan of Merger") within the meaning of Section 608.438, Florida Statutes, is as set forth in Exhibit A to this Certificate of Merger, which is incorporated herein and made part of this Certificate of Merger for all purposes.

**Article IV
Statement of Approval**

The Plan of Merger was approved by (a) the Surviving Party in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, and (b) the Merging Party in accordance with the applicable laws of the State of Delaware.

**Article V
Compliance with Laws and Agreements**

The Merger is permitted under the laws of the State of Florida and is not prohibited by the organizational documents of either constituent organization that is a party to the Merger.

**Article V
Effective Date**

The Merger shall become effective on the date this Certificate of Merger is filed with the Florida Department of State.

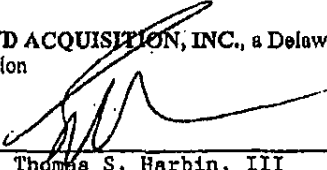
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SIGNATURE PAGE
TO
CERTIFICATE OF MERGER
OF
NELBUD ACQUISITION, INC.
INTO
NELBUD HOLDINGS, LLC

IN WITNESS WHEREOF, this Certificate of Merger has been executed in accordance with the requirements of Sections 608.408 and 608.4382 of the Florida Statutes by the parties as of November 23, 2011.

NELBUD ACQUISITION, INC., a Delaware corporation

By: 
Name: Thomas S. Harbin, III
Title: President

NELBUD HOLDINGS, LLC, a Florida limited liability company

By: _____
Name: William L. Dowden III
Title: Secretary

**SIGNATURE PAGE
TO
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OF
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INTO
NELBUD HOLDINGS, LLC**

IN WITNESS WHEREOF, this Certificate of Merger has been executed in accordance with the requirements of Sections 608.408 and 608.4382 of the Florida Statutes by the parties as of November 23, 2011.

NELBUD ACQUISITION, INC., a Delaware corporation

By: _____
Name:
Title:

NELBUD HOLDINGS, LLC, a Florida limited liability company

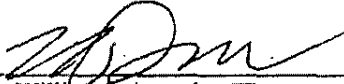
By:  _____
Name: William L. Dowden III
Title: Secretary

Exhibit A

Plan of Merger

(See Attached Pages)

**AGREEMENT AND PLAN OF MERGER
FOR THE
MERGER
OF
NELBUD ACQUISITION, INC.
(a Delaware corporation)
WITH AND INTO
NELBUD HOLDINGS, LLC
(a Florida limited liability company)**

Pursuant to and in accordance with the Delaware General Corporate Law, the Florida Limited Liability Company Act, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, **NELBUD ACQUISITION, INC.**, a Delaware corporation ("**Nelbud Acquisition**"), will merge (the "**Merger**") with and into **NELBUD HOLDINGS, LLC**, a Florida limited liability company ("**Surviving Entity**"), in accordance with the terms and conditions of the Merger Agreement dated November 23, 2011, among Nelbud Acquisition, Surviving Entity, Nelbud Holdings Corporation, KIH Capital, L.P., Roy Leonard, and W. Nelson Dilg (the "**Merger Agreement**"). Nelbud Acquisition and Surviving Entity may be collectively referred to herein as the "**Constituent Entities**."

(a) The Merger shall be effective upon the later of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware or the filing of the Certificate of Merger with the Department of State of the State of Florida (the "**Effective Date**").

(b) Upon the Effective Date of the Merger, the separate existence of Nelbud Acquisition shall cease, and the assets and liabilities of Nelbud Acquisition shall thereafter be the assets and liabilities of Surviving Entity.

(c) Upon the Effective Date of the Merger, the Articles of Organization of Surviving Entity shall serve as the Articles of Organization of the Surviving Entity in such Merger, until altered or amended.


(d) Upon the Effective Date of the Merger, by virtue of the Merger (subject to the terms and conditions of the Merger Agreement) and without any action on the part of Nelbud Acquisition or Surviving Entity, any shares of Nelbud Acquisition's common stock will be canceled and extinguished and will be converted automatically into the right to receive the consideration as set forth in the Merger Agreement.

(e) The terms and conditions of the Merger are set forth in the Merger Agreement, which is incorporated herein by reference as if fully set forth herein.

(f) Upon the Effective Date of the Merger, outstanding units of Surviving Entity will be unaffected by the Merger.

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement and Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

NELBUD HOLDINGS, LLC,
a Florida limited liability company

By: 
Name: William L. Dowden III
Title: Secretary

NELBUD ACQUISITION, INC.,
a Delaware corporation

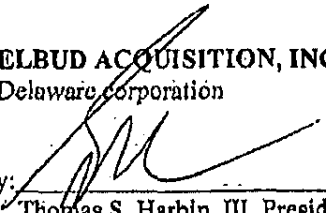
By: _____
Thomas S. Harbin, III, President

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement and Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

NELBUD HOLDINGS, LLC,
a Florida limited liability company

By: _____
Name: _____
Title: _____

NELBUD ACQUISITION, INC.,
a Delaware corporation

By:  _____
Thomas S. Harbin, III, President