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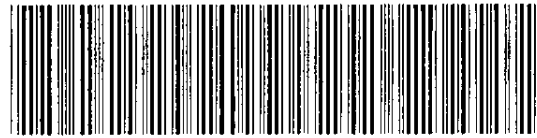
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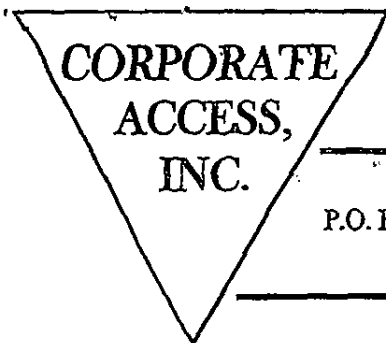
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EXAMINER



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## WALK IN

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- ☐ CERTIFIED COPY \_\_\_\_\_
- ☒ PHOTOCOPY \_\_\_\_\_
- ☐ CUS \_\_\_\_\_
- ☒ FILING Merger \_\_\_\_\_

1. EPAA members, LLC  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE OF MERGER  
OF  
FPAA FOUNDERS, LLC  
with and into  
FPAA MEMBERS, LLC

FILED  
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DIVISION OF CORPORATIONS  
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The undersigned limited liability companies, in accordance with the Florida Limited Liability Company Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Limited Liability Companies. The names of the constituent limited liability companies that are parties to the Merger and this Certificate of Merger are FPAA MEMBERS, LLC, a Florida limited liability company (the "Surviving Company") and FPAA FOUNDERS, LLC, a Florida limited liability company (the "Merged Company").

ARTICLE II. Surviving Company; Articles of Organization. The limited liability company to survive the Merger is ~~FLORIDA MEMBERS, LLC~~, a Florida limited liability company. The current Articles of Organization FPAA Members, LLC shall be the Articles of Organization of the Surviving Company.

FPAA MEMBERS  
LLC  
JM

ARTICLE III. Plan of Merger and Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). Pursuant to the Plan of Merger, the merger shall be effective for federal income tax and accounting purposes as of January 1, 2010 but shall be effective for Chapter 608 purposes as of the date the Certificate of Merger is filed with the Florida Department of State.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the all of the Members of the Surviving Company and the Merged Company and no statement as to the rights of dissenting members pursuant to Section 608.4351, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Merger this 10th day of November, 2010.

SURVIVING COMPANY:  
FPAA MEMBERS, LLC

MERGED COMPANY:  
FPAA FOUNDERS, LLC

By: [Signature]  
Jeffrey W. Miller, Manager

By: [Signature]  
Jeffrey W. Miller, Manager

By: [Signature]  
Dien N. Vu, Manager

By: [Signature]  
Dien N. Vu, Manager

## PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement"), is made and entered into this 10th day of November, 2010, to be effective as set forth herein by and between FPAA MEMBERS, LLC, a Florida limited liability company (the "Surviving Company"), and FPAA FOUNDERS, LLC, a Florida limited liability company (the "Merged Company").

### Recitals

A. The Surviving Company and the Merged Company desire to adopt a plan of merger within the meaning of Section 708(b)(2)(A) the Internal Revenue Code of 1986, as amended (the "Code") by effecting a merger pursuant to Section 608.438 of the Florida Limited Liability Company Act.

B. The Surviving Company desires to merge and combine with the Merged Company in order to expand its business, further its purpose, and achieve administrative efficiencies.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger:

1. Plan of Merger. On the Effective Date (as defined in Section 5 below) FPAA FOUNDERS, LLC, a Florida limited liability company, shall merge with and into FPAA MEMBERS, LLC, a Florida limited liability company. FPAA MEMBERS, LLC, shall continue to exist under the laws of the State of Florida as the Surviving Company and the separate existence of FPAA FOUNDERS, LLC shall terminate on the Effective Date of the Merger.

3. Articles of Organization. The Articles of Organization of the Surviving Company shall be the Articles of Organization of the Surviving Company.

4. Operating Agreement. The Operating Agreement of the Surviving Company in effective as of the Effective Date of the Merger shall be the Amended and Restated Operating Agreement of the Surviving Company.

5. Effective Date of the Merger. The date the Merger shall for all purposes under Chapter 608, Florida Statutes, shall be the date the Certificate of Merger is filed with the Florida Department of State; provided however, the effective date of the merger for accounting and federal income tax purposes shall be January 1, 2010 (the "Effective Date").

6. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Company shall cease. As provided by the Florida Limited Liability Company Act, the Surviving Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Company and be subject to all the restrictions, disabilities and duties of each such limited liability company; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares or membership interests, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Company shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Company shall not revert or in any way be impaired by reason of such Merger. The Surviving Company shall henceforth be responsible and liable for all liabilities and obligations of the Merged Company; and any claim existing or action or proceeding pending by or against the Merged Company may be prosecuted as if such Merger had not taken place, or the Surviving Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Company shall be impaired by such Merger.

7. Exchange of Membership Interest. On the Effective Date of the Merger, the existing Membership Interests of the Members of the Merged Company shall be cancelled due to the fact that the Membership Interests of the Members of the Merged Company is identical to the Membership Interests of the Members of the Surviving Company. The outstanding Membership Interests of the Surviving Company shall not be converted or exchanged in any manner.

8. Joint Representations of the Parties. All of the parties to this transaction represent that they will treat this merger as a continuation of the merging company (a continuing

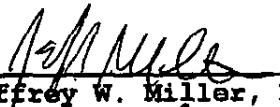
partnership for federal income tax purposes) pursuant to the provisions of Section 708(b)(2)(A) of the Code.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

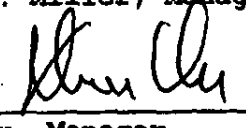
SURVIVING COMPANY:  
FPAA MEMBERS, LLC

MERGED COMPANY:  
FPAA FOUNDERS, LLC

By:   
Jeffrey W. Miller, Manager

By:   
Jeffrey W. Miller, Manager

By:   
Dien N. Vu, Manager

By:   
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