L07000053547

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JB

Diefenthal Holdings, LLC

November 16, 2007

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DIVISION OF CORPORATIONS
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Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Foxfire International, LLC

Ladies and Gentlemen:

We have enclosed (i) four original Certificates of Merger and (ii) four original Plans of Merger for the above referenced limited liability company, together with a check payable to the Florida Department of State in the amount of $55.00.

Please file one original Certificate of Merger and Plan of Merger for the above referenced limited liability company, retain one for your files, and compare, certify, file-stamp and return the two additional originals to my attention at the address listed below. In addition, please prepare a Certificate of Status regarding this merger and mail the Certificate of Status to my attention at the address below.

If you need any additional information, please feel free to contact me at (985) 867-1834.

Very truly yours,

Andrew E. Galloway, III
General Counsel

AEG:aeg
Enclosures

Corporate Accounting Office - 1750 South Lane – Suite 1, Mandeville, Louisiana 70471

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382, *Florida Statutes,* this Certificate of Merger is #L07000053547 submitted by **FOXFIRE INTERNATIONAL, LLC, a Florida limited liability company ("FLORIDA")**, and **FOXFIRE SALES OF LOUISIANA, LLC, a Louisiana limited liability company ("LOUISIANA")**, for the purpose of merging them into one of such entities.

1. FLORIDA and LOUISIANA have adopted the attached Plan of Merger.

2. After the merger, the name of the surviving entity is FOXFIRE INTERNATIONAL, LLC, and the surviving entity is a Florida limited liability company.

3. The Plan of Merger was adopted by FLORIDA and LOUISIANA pursuant to Section 608.4381, *Florida Statutes,* the applicable laws of the State of Louisiana, and in accordance with the Operating Agreements for FLORIDA and LOUISIANA.

4. The Plan of Merger is effective for accounting purposes and all other purposes on the filing date.

Dated: November 16, 2007.

FOXFIRE INTERNATIONAL, LLC,
a Florida limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

FOXFIRE SALES OF LOUISIANA, LLC,
a Louisiana limited liability company

By: James R. Diefenthal
James R. Diefenthal, Manager

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PLAN OF MERGER

This PLAN OF MERGER is made and entered into on this 16th day of November, 2007, by and between **FOXFIRE INTERNATIONAL, LLC, a Florida limited liability company (hereinafter "FLORIDA")**, and **FOXFIRE SALES OF LOUISIANA, LLC, a Louisiana limited liability company (hereinafter "LOUISIANA")** with reference to the following facts and objectives:

(i) FLORIDA is a limited liability company organized and existing under the laws of the State of Florida, with its principal place of business at 125 West Romana Street, Suite 800, Pensacola, Florida 32502;

(ii) LOUISIANA is a limited liability company organized and existing under the laws of the State of Louisiana, with its principal place of business at 1750 South Lane, Suite 101, Mandeville, Louisiana 70471; and

(iii) The Members of FLORIDA and the Members of LOUISIANA deem it desirable and in the best interest of FLORIDA and LOUISIANA that LOUISIANA be merged into FLORIDA pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes,* and Section 1362, *Louisiana Revised Statute*, with FLORIDA being the surviving entity.

NOW THEREFORE, in consideration of the foregoing and the mutual covenants and subject to the terms and conditions set forth herein, the parties hereby agree as follows:

Section 1. Merger. LOUISIANA shall merge with and into FLORIDA and FLORIDA shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of LOUISIANA shall cease and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of LOUISIANA without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of LOUISIANA and neither the rights of creditors nor any liens on the property of LOUISIANA shall be impaired by the merger.

Section 3. Conversion of Interests. Because FLORIDA and LOUISIANA desire that the Members of FLORIDA continue to be the Members of FLORIDA, the surviving limited liability company after the merger, no additional membership interests will be issued as a result of the merger. As a result of the merger, the membership interests of each Member of LOUISIANA will be converted into the same interests in FLORIDA.

Section 4. Conversion of Rights to Acquire Interests. As a result of the merger, any rights of any Member of LOUISIANA to acquire interest will be converted into rights to acquire the same interests in FLORIDA.

Section 5. Changes in the Articles of Organization of FLORIDA. The Articles of Organization of FLORIDA, the surviving limited liability company, shall continue to be its Articles of Organization following the merger and no changes are desired.

Section 6. Changes in the Operating Agreement of FLORIDA. The Operating Agreement of FLORIDA, the surviving limited liability company, shall continue to be its Operating Agreement following the merger and no changes are desired.

Section 7. Approval of Agreement of Merger. By executing this Plan of Merger, the Manager of LOUISIANA hereby certifies that this Plan of Merger has been approved by the Members of LOUISIANA in accordance with Title 12, Section 13:18, *Louisiana Revised Statutes*. By executing this Plan of Merger, the Manager of FLORIDA hereby certifies that this Plan of Merger has been approved by the Manager of FLORIDA in accordance with Section 608.4381, *Florida Statutes*.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger on the date first above written.

FOXFIRE INTERNATIONAL, LLC,
a Florida limited liability company

By: ______________________
James R. Diefenthal, Manager

FOXFIRE SALES OF LOUISIANA, LLC,
a Louisiana limited liability company

By: ______________________
James R. Diefenthal, Manager

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