

LOT000058478

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6380

Attn: Gretchen Harvey

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 333-4001

MERGER OR SHARE EXCHANGE

Alderman Group LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$5.00

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CERTIFICATE OF MERGER**OF****ALDERMAN SUTTON GROUP**
(a Florida general partnership)**AND****ALDERMAN GROUP, LLC**
(a Florida limited liability company)GP0700001733
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Pursuant to the provisions of Section 620.8918 of the Florida Revised Uniform Partnership Act (the "*Act*") and the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "*FLLCA*") these Articles of Merger provide that:

- FIRST:** Alderman Sutton Group, a Florida general partnership (the "*Partnership*"), shall be merged with and into Alderman Group, LLC, a Florida limited liability company.
- SECOND:** The surviving party ("*Surviving Party*") shall be Alderman Group, LLC, a Florida limited liability company.
- THIRD:** The Plan of Merger attached hereto as *Exhibit "A"* was approved by the Partnership and the Surviving Party and satisfies the requirements of the Act and of the FLLCA.
- FOURTH:** The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.
- FIFTH:** The Articles of Organization of the Surviving Party are not to be amended or changed by the merger.
- SIXTH:** The Plan of Merger was approved by the partners of Partnership by written consent dated November 29, 2007, pursuant to the Act and as required by the agreement of all the partners of the Partnership.
- SEVENTH:** The Plan of Merger was approved by the members and Managing Members of the Surviving Party by joint written consent dated November 29, 2007, pursuant to the Surviving Party's Articles of Organization and the FLLCA.

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TALLAHASSEE


This Certificate of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original for all purposes and all of which when taken together shall constitute one and the same Certificate of Merger. This Certificate of Merger may

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be executed by facsimile means and a facsimile signature shall be deemed to be an original.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of Partnership and Surviving Party by their authorized representatives as of November 29, 2007.

ALDERMAN SUTTON GROUP,
a Florida general partnership


By: 
Robert Sutton, General Partner
Date: November 29, 2007

By: _____
Samuel Sutton, General Partner
Date: November 29, 2007

By: _____
Mozelle Sutton, General Partner
Date: November 29, 2007

By: _____
Leila Canfield, General Partner
Date: November 29, 2007

ALDERMAN GROUP, LLC, a Florida
limited liability company

By: 
Name: Robert Sutton
Title: Managing Member
Date: November 29, 2007

By: _____
Name: Samuel Sutton
Title: Managing Member
Date: November 29, 2007

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TALLAHASSEE, FLORIDA

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ALDERMAN SUTTON GROUP,
a Florida general partnership

ALDERMAN GROUP, LLC, a Florida
limited liability company

By: _____
Robert Sutton, General Partner
Date: November 29, 2007

By: _____
Name: Robert Sutton
Title: Managing Member
Date: November 29, 2007

By:  _____
Samuel Sutton, General Partner
Date: November 29, 2007

By:  _____
Name: Samuel Sutton
Title: Managing Member
Date: November 29, 2007

By: _____
Mozelle Sutton, General Partner
Date: November 29, 2007

By: _____
Leila Canfield, General Partner
Date: November 29, 2007

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a Florida general partnership


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limited liability company

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Date: November 29, 2007

By: _____
Name: Robert Sutton
Title: Managing Member
Date: November 29, 2007

By: _____
Samuel Sutton, General Partner
Date: November 29, 2007

By: _____
Name: Samuel Sutton
Title: Managing Member
Date: November 29, 2007

By:  _____
Mozelle Sutton, General Partner
Date: November 29, 2007

By: _____
Leila Canfield, General Partner
Date: November 29, 2007

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a Florida general partnership

ALDERMAN GROUP, LLC, a Florida
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By: _____
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Date: November 29, 2007

By: _____
Name: Robert Sutton
Title: Managing Member
Date: November 29, 2007

By: _____
Samuel Sutton, General Partner
Date: November 29, 2007

By: _____
Name: Samuel Sutton
Title: Managing Member
Date: November 29, 2007

By: _____
Mozelle Sutton, General Partner
Date: November 29, 2007

By: 
Leila Canfield, General Partner
Date: November 29, 2007

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

OF

**ALDERMAN SUTTON GROUP
(a Florida general partnership)**

AND

**ALDERMAN GROUP, LLC
(a Florida limited liability company)**

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TALLAHASSEE, FLORIDA

I. THE PARTIES

The names of the entities planning to merge are ALDERMAN SUTTON GROUP, a Florida general partnership (the "*Partnership*"), and ALDERMAN GROUP, LLC, a Florida limited liability company. ALDERMAN GROUP, LLC shall be the surviving organization (the "*Surviving Party*").

II. TERMS AND CONDITIONS OF MERGER

- (a) The Partnership will be merged with and into the Surviving Party (the "*Merger*").
- (b) The Articles of Organization of Surviving Party are not to be amended or changed by the Merger.

III. MANNER AND BASIS OF CONVERTING PARTNERSHIP INTERESTS

On the Effective Date (as hereinafter defined) of the Merger, the Partnership will be merged with and into the Surviving Party, whereupon the separate general partnership existence of the Partnership will cease and the Surviving Party will be the surviving organization.

From and after the Effective Date, except as otherwise agreed in writing between the Surviving Party and the partners of the Partnership, the Surviving Party will possess all the rights, privileges and powers and will assume all of the liabilities, obligations and duties of the Partnership. All of the partnership interests in the Partnership shall be terminated as of the Merger. The ownership of membership interests of the members of the Surviving Party shall not be affected by the Merger.

Without limiting the generality of the foregoing, and subject thereto, at the Effective Date: (i) all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to the Partnership shall continue to be held or shall be taken

and deemed to be transferred to, and vested in Surviving Party, without further act or deed, and (ii) all of the debts, liabilities, duties and obligations of the Partnership shall continue to be or shall become the debts, liabilities, duties and obligations of the Surviving Party without further act or deed, and neither the rights of creditors nor any liens upon the property of the Partnership shall be impaired by the Merger.

IV. EFFECTIVE DATE

The Merger shall become effective as of the date the Certificate of Merger of Partnership and Surviving Party is filed with the Florida Department of State (the "*Effective Date*").

V. MANAGEMENT OF SURVIVING PARTY

The name and address of the managing members of the Surviving Party are as follows:

Samuel R. Sutton
871 Bluefish
New Smyrna Beach, FL 32169

Robert Sutton
6462 Central Avenue
St. Petersburg, FL 33707

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