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Fee & Jeffries

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Division of Corporations

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LD7000064307

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From: Account Name : FEE & JEFFRIES, P.A.
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Phone : (813) 229-8008
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LS

MERGER OR SHARE EXCHANGE

United Sharing Network, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$96.25

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CERTIFICATE OF MERGER OF UNITED SHARING NETWORK, INC. PA-113720
INTO
UNITED SHARING NETWORK, LLC L07-64307

United Sharing Network, LLC, a limited liability company organized under the laws of the State of Florida ("USN, LLC"), hereby submits this Certificate of Merger for the purpose of merging with United Sharing Network, Inc., a corporation organized under the laws of the State of Florida ("USN, INC."):

1. The following Plan of Merger was duly approved in the manner prescribed by law:

PLAN OF MERGER OF UNITED SHARING NETWORK, INC. WITH AND INTO UNITED SHARING NETWORK, LLC

A. ENTITIES PARTICIPATING IN MERGER

The names of the constituent entities proposing to merge are United Sharing Network, Inc., ("USN, INC.") and United Sharing Network, LLC ("USN, LLC"), and the entity that shall be the surviving entity after the merger becomes effective is USN, LLC.

B. NAME OF SURVIVING ENTITY: ARTICLES OF ORGANIZATION

The name which the surviving entity shall have after the merger becomes effective is "United Sharing Network, LLC". USN, LLC's Articles of Organization shall remain unchanged following the merger.

C. TERMS AND CONDITIONS OF PROPOSED MERGER

Pursuant to the terms and conditions of the Agreement and Plan of Merger executed by the parties, USN, INC. shall be merged with and into USN, LLC. Upon the merger of USN, INC. into USN, LLC, the corporate existence of USN, INC. shall cease and the limited liability company existence of USN, LLC shall continue. USN, LLC will assume all assets and liabilities of USN, INC.

D. CONVERSION AND EXCHANGE OF SHARES/MEMBER INTERESTS

At the Effective Time (as hereinafter defined):

1. Shares of USN, INC. Each share of common stock of USN, INC. issued and outstanding immediately prior to the Effective Time shall automatically be converted into and become a right to receive a single share of member interest of USN, LLC.

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2. Shares of USN, LLC. Each share of member interest of USN, LLC issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

3. Closing of USN, INC.'s Transfer Books. At the Effective Time, the stock transfer books of USN, INC. shall be closed with respect to shares of common stock of USN, INC. issued and outstanding immediately prior to the Effective Time and no further transfer of such shares shall thereafter be made on such stock transfer books. If, after the Effective Time, valid certificates previously representing such shares are presented to the Surviving Corporation or its designee, such certificates shall be exchanged as provided in Section 4 below.

4. Exchange of Certificates. After the Effective Time (as hereinafter defined), upon the surrender and exchange of a certificate theretofore representing shares of USN, INC.'s common stock to USN, LLC, the holder shall be issued an equal number of shares of member interest of USN, LLC, and such USN, INC. certificate shall represent solely the right to receive an equivalent number of shares of Member interest of USN, LLC.

F. TAKING OF NECESSARY ACTION

USN, LLC and USN, INC. shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the merger contemplated by this Plan as promptly as possible. If, at any time after the Effective Time (as hereinafter defined), any further action is necessary or desirable to carry out the purposes of the merger contemplated by this Plan or to vest USN, LLC with full right, title and possession to all assets, property, rights, privileges, immunities and franchises of USN, INC., the officers and directors of USN, LLC are fully authorized, in the name of USN, INC., to take, and shall take, all such action.

G. EFFECTIVE DATE AND TIME

The date and time at which the merger contemplated by this Plan shall become effective is 12:01 a.m. on July 1, 2007 (the "Effective Time").

H. SHAREHOLDER AND MEMBER APPROVAL

USN, INC. has issued and outstanding 100 shares of common stock, and no other class of stock is issued and outstanding. USN, LLC has 100 shares of member interest issued and outstanding, and no other class of member interest is issued and outstanding. The Plan of Merger described in this Certificate of Merger was approved by the Board of Directors and all of the shareholders of USN, INC. pursuant to unanimous Written Action dated June 25, 2007, in accordance with the applicable provisions of Chapter 607, Florida Statutes. The Plan of Merger described in this Certificate of Merger was approved by the Board of Managers and all of the members of LTB, LLC pursuant to a unanimous written action dated June 25, 2007, in

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accordance with the applicable provisions of Chapter 608, Florida Statutes. The Plan of Merger and performance of its terms have been duly authorized by all action required by the laws of Florida with regard to both USN, INC. and USN, LLC.

IN WITNESS WHEREOF, this Certificate of Merger is signed by the Presidents of USN, INC. and USN, LLC, as of the 27th day of June, 2007.

UNITED SHARING NETWORK, INC.

UNITED SHARING NETWORK, LLC

/S/ John J. Porricolo
By: John J. Porricolo, President

/S/ John J. Porricolo
By: John J. Porricolo

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