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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

The McDonnell Group LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER
BETWEEN
THE MCDONNELL GROUP LLC, a Florida limited liability company
AND
MCDONNELL & ASSOCIATES LIMITED PARTNERSHIP, a Virginia limited
partnership**

Pursuant to Section 608.4382 of the Florida Statutes, the undersigned limited liability company submits the following for filing:

FIRST: The exact name, entity type, and jurisdiction for each party to the merger are as follows:

Name	Entity Type	Place of Organization
McDonnell & Associates Limited Partnership	LP	Virginia

SECOND: The exact name, entity type and jurisdiction of the surviving party is as follows:

Name	Entity Type	Place of Organization
The McDonnell Group LLC	LLC	Florida

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THIRD: The attached plan of merger (Exhibit A) was approved by the Florida limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Virginia and the attached plan of merger (Exhibit A) was approved by the Virginia limited partnership that is a party to the merger in accordance with Section 50-73.48:2 of the Code of Virginia.

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the parties this July 9, 2007.

THE MCDONNELL GROUP LLC,
a Florida limited liability company

By:


John F. McDonnell, Jr., Member

MCDONNELL & ASSOCIATES LIMITED PARTNERSHIP,
a Virginia limited partnership

By: MCDONNELL HOLDINGS, INC.,
a Virginia corporation
General Partner

By:


John J. McDonnell, Jr.

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EXHIBIT A**PLAN OF MERGER**

This plan of merger (the Plan) is entered into as of July 9, 2007, by and between The McDonnell Group LLC, a Florida limited liability company (the Surviving Party) and McDonnell & Associates Limited Partnership, a Virginia limited partnership (the Merging Party).

FIRST: The exact name, entity type, and jurisdiction for each party to the merger are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Place of Organization</u>
The McDonnell Group LLC	LLC	Florida
McDonnell & Associates Limited Partnership	LP	Virginia

SECOND: The exact name, entity type and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Place of Organization</u>
The McDonnell Group LLC	LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

1. The merger shall be effective as of the later date of filing the Plan with the Virginia State Corporation Commission or the Florida Department of State.
2. On the effective date of the merger, and pursuant to Section 608.4382 of the Florida Statutes and Section 50-73.48:3 of the Code of Virginia, the Merging Party shall merge into the Surviving Party and the Merging Party will cease to exist.
3. Upon the effective date of the merger, all title to real estate and other property owned by the Merging Party shall become vested in the Surviving Party without reversion or impairment.
4. Upon the effective date of the merger, all liabilities of the Merging Party shall become the liabilities of the Surviving Party.
5. Upon the effective date of the merger, all general and limited partners of the Merging Party shall automatically become members of the Surviving Party. The general partner of the Merging Party shall become the managing member of the Surviving Party.

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6. At any time prior to the effective date of the merger, the Plan may be amended with unanimous written approval of the general and limited partners of the Merging Party.
7. Until superseded by another agreement, the partnership agreement of the Merging Party shall be the operating agreement of the Surviving Party. All references to Virginia limited partnership law shall refer to the comparable provisions of Florida limited liability company law. All references to partner shall refer to member. All references to general partner shall refer to managing member. All references to limited partner shall refer to member.

FOURTH:

1. The manner and basis of converting the interests of each merging party into interests of the surviving party shall be as follows:
 - (a) Upon the effective date of the merger, each general or limited partner's partnership interest in the Merging Party shall, by virtue of the merger and without any action on the part of the Merging Party, Surviving Party or general or limited partner, be converted into membership interest in the Surviving Party equal to the partner's percentage interest in the partnership.
 - (b) The membership interest of the Surviving Party that is held by the Merging Party immediately prior to the effective date of the merger shall, by virtue of the Merger and without further action, cease to exist and be cancelled.
2. The manner and basis of converting rights to acquire the interests of each merging party into rights to acquire the interests of the surviving party shall be as follows:

Not applicable.

FIFTH: The terms and conditions of the merger set forth in the Plan were advised, authorized and approved by each merging party to the Plan in the manner and by the vote required by the partnership or operating agreement and the law of the respective states of formation or organization. The manner of approval was as follows:

1. As to the Surviving Party, the Plan was adopted by the written consent of the sole member of the Surviving Party.
2. As to the Merging Party, the Plan was adopted by the unanimous written consent of the general and limited partners of the Merging Party.

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