

SEP-14-2007 15:09

L07000089252

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000230014 3)))



H070002300143ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813) 273-4304
Fax Number : (813) 273-4396

FILED
07 SEP 14 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE

Rodriguez Exploration, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$105.00

Electronic Filing Menu

Corporate Filing Menu

Help

(((H07000230014 3)))

**CERTIFICATE OF MERGER of RODRIGUEZ EXPLORATION, L.L.C.,
A LOUISIANA LIMITED LIABILITY COMPANY
INTO
RODRIGUEZ EXPLORATION, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
RODRIGUEZ EXPLORATION, L.L.C. 39 Farnham Place Metairie, Louisiana 70005	Louisiana	Limited liability company

2. The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number
RODRIGUEZ EXPLORATION, LLC 201 North Franklin Street Suite 2000 Tampa, Florida 33602	Florida	Limited liability company	L07000089252

3. The attached Plan of Merger meets the requirements of section 608.438 Florida Statutes, and was approved by each entity that is a party to the merger in accordance with Chapter 608, Florida Statutes.
4. The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.
5. The surviving entity has obtained the written consent of the person that is the manager of the surviving entity, pursuant to section 608.4381, Florida Statutes.
6. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership that is a party to the merger.
7. The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

(((H07000230014 3)))

FILED
07 SEP 14 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H07000230014 3)))

8. The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

Dated this 14th day of September, 2007.

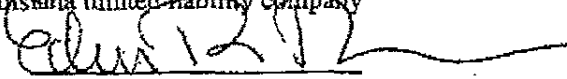
RODRIGUEZ EXPLORATION, LLC, a Florida
limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

RODRIGUEZ EXPLORATION, L.L.C.,
a Louisiana limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

FILED
07 SEP 14 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H07000230014 3)))

((H07000230014 3)))

EXHIBIT A

PLAN OF MERGER

of

RODRIGUEZ EXPLORATION, L.L.C., a Louisiana limited liability company

and

RODRIGUEZ EXPLORATION, LLC, a Florida limited liability company

This is a plan of merger between RODRIGUEZ EXPLORATION, L.L.C. a Louisiana limited liability company, and RODRIGUEZ EXPLORATION, LLC, a Florida limited liability company.

ARTICLE I

Constituent Entities

The name of each constituent entity is "RODRIGUEZ EXPLORATION, LLC", a Florida limited liability company ("Rodriguez FL") and "RODRIGUEZ EXPLORATION, L.L.C.", a Louisiana limited liability company ("Rodriguez LA").

ARTICLE II

Merger

Under §608.438 of the Florida Limited Liability Company Act and the laws of the State of Louisiana, RODRIGUEZ LA shall be merged into RODRIGUEZ FL (the "Merger").

ARTICLE III

Surviving Entity

RODRIGUEZ FL shall be the surviving entity of the Merger.

ARTICLE IV

Certificate of Organization and Operating Agreement

The Articles of Organization and the Operating Agreement of RODRIGUEZ FL in effect immediately before the Merger shall not be changed by the Merger, and shall continue to be its Articles of Organization and Operating Agreement subsequent to the Merger.

ARTICLE V

Members

After the Merger, RODRIGUEZ FL shall have the same members and without further action, such members shall possess all rights and obligations granted to them by RODRIGUEZ FL in its Operating Agreement.

((H07000230014 3)))

FILED
01 SEP 14 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(((H07000230014 3)))

ARTICLE VI
Manager

Following the Merger, the manager previously named by the members of **RODRIGUEZ FL**, shall without further action, possess all rights and obligations granted to the manager by the members of **RODRIGUEZ FL** by its Operating Agreement.

ARTICLE VII
Assets and Liabilities

On the effective date of the Merger, the separate existence of **RODRIGUEZ LA** shall cease and **RODRIGUEZ FL**, without further action, shall possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of **RODRIGUEZ LA**, without further action, shall be vested in **RODRIGUEZ FL**, immediately following the Merger. Following the Merger, **RODRIGUEZ FL**, shall be responsible for all liabilities and obligations of **RODRIGUEZ LA**, including all fees and franchise taxes required by the State of Louisiana. Any claim existing or action or proceeding pending against **RODRIGUEZ LA**, may be continued as if the Merger did not occur, or **RODRIGUEZ FL** may be substituted for **RODRIGUEZ LA** in any such proceeding. Neither the rights of creditors of nor any liens on the property of **RODRIGUEZ LA** shall be impaired by the Merger.

ARTICLE VIII
Effective Date

The Merger shall be effective when the Certificate of Merger is filed with the Florida Secretary of State, or at such other time specified in the certificate of merger.

ARTICLE IX
Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the manager of **RODRIGUEZ FL** or the by the manager of **RODRIGUEZ LA**, at any time before the filing of the Certificate of Merger.

07 SEP 14 AM 8:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED


(((H07000230014 3)))

((H07000230014 3))

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned on September 14, 2007.

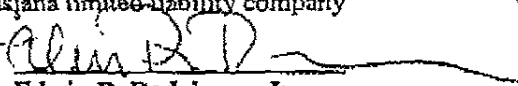
RODRIGUEZ EXPLORATION, LLC, a Florida
limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

RODRIGUEZ EXPLORATION, L.L.C.,
a Louisiana limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

07 SEP 14 AM 8:42
FILED
SECRETARY OF STATE
TAMPA-ASSISTANT
FLORIDA

((H07000230014 3))