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MERGER OR SHARE EXCHANGE

Rodriguez Family Ventures, LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER of EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C.,  
A LOUISIANA LIMITED LIABILITY COMPANY  
INTO  
RODRIGUEZ FAMILY VENTURES, 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
<b>EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C.</b> 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
<b>RODRIGUEZ FAMILY VENTURES, LLC</b> 201 North Franklin Street Suite 2000 Tampa, Florida 33602	Florida	Limited liability company	L07000089286

- 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.

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- 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 FAMILY VENTURES, LLC, a**  
Florida limited liability company

By:   
**Edwin R. Rodriguez, Jr.**  
Manager

**EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C.,**  
a Louisiana limited liability company

By:   
**Edwin R. Rodriguez, Jr.**  
Manager

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EXHIBIT A

PLAN OF MERGER

of

EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C., a Louisiana limited liability company

and

RODRIGUEZ FAMILY VENTURES, LLC, a Florida limited liability company

This is a plan of merger between EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C. a Louisiana limited liability company, and RODRIGUEZ FAMILY VENTURES, LLC, a Florida limited liability company.

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ARTICLE I

Constituent Entities

The name of each constituent entity is "EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C." and "RODRIGUEZ FAMILY VENTURES, LLC."

ARTICLE II

Merger

Under §608.438 of the Florida Limited Liability Company Act and the laws of the State of Louisiana, EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C. shall be merged into RODRIGUEZ FAMILY VENTURES, LLC (the "Merger").

ARTICLE III

Surviving Entity

RODRIGUEZ FAMILY VENTURES, LLC 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 FAMILY VENTURES, LLC 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 FAMILY VENTURES, LLC shall have the same members and without further action, such members shall possess all rights and

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obligations granted to them by **RODRIGUEZ FAMILY VENTURES, LLC** in its Operating Agreement.

**ARTICLE VI**  
**Manager**

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

**ARTICLE VII**  
**Assets and Liabilities**

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

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

**RODRIGUEZ FAMILY VENTURES, LLC, a**  
Florida limited liability company

By:   
**Edwin R. Rodriguez, Jr.**  
Manager

**EDWIN R. RODRIGUEZ, JR. FAMILY, L.L.C.,**  
a Louisiana limited liability company

By:   
**Edwin R. Rodriguez, Jr.**  
Manager

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