

Florida Department of State

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MERGER OR SHARE EXCHANGE

Audubon Consulting Group, LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER of AUDUBON GROUP, L.L.C.,
A LOUISIANA LIMITED LIABILITY COMPANY
INTO
AUDUBON CONSULTING GROUP, 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
AUDUBON GROUP, 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.
AUDUBON CONSULTING GROUP, LLC 201 North Franklin Street Suite 2000 Tampa, Florida 33602	Florida	Limited liability company	L07000089547

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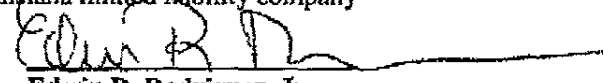
8. The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

Dated this 14th day of September, 2007.

AUDUBON CONSULTING GROUP, LLC, a
Florida limited liability company

By: 
Edwin R. Rodriguez, Jr.
Manager

AUDUBON GROUP, L.L.C.,
a Louisiana limited liability company

By: 
Edwin R. Rodriguez, Jr.
Manager

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EXHIBIT A

PLAN OF MERGER

of

AUDUBON GROUP, L.L.C., a Louisiana limited liability company

and

AUDUBON CONSULTING GROUP, LLC, a Florida limited liability company

This is a plan of merger between AUDUBON GROUP, L.L.C. a Louisiana limited liability company, and AUDUBON CONSULTING GROUP, LLC. a Florida limited liability company.

ARTICLE I

Constituent Entities

The name of each constituent entity is "AUDUBON GROUP, L.L.C." and "AUDUBON CONSULTING GROUP, LLC."

ARTICLE II

Merger

Under §608.438 of the Florida Limited Liability Company Act and the laws of the State of Louisiana, AUDUBON GROUP, L.L.C. shall be merged into AUDUBON CONSULTING GROUP, LLC (the "Merger").

ARTICLE III

Surviving Entity

AUDUBON CONSULTING GROUP, 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 AUDUBON CONSULTING GROUP, 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, AUDUBON CONSULTING GROUP, 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 AUDUBON CONSULTING GROUP, LLC in its Operating Agreement.

ARTICLE VI

Manager

Following the Merger, the manager previously named by the members of AUDUBON CONSULTING GROUP, LLC, shall without further action, possess all rights and obligations granted to the manager by the members of AUDUBON CONSULTING GROUP, LLC, by its Operating Agreement.

ARTICLE VII

Assets and Liabilities

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

AUDUBON CONSULTING GROUP, LLC, a
Florida limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

AUDUBON GROUP, L.L.C.,
a Louisiana limited liability company

By:


Edwin R. Rodriguez, Jr.
Manager

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