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EFFECTIVE DATE

10/1/07

WALK-IN

ENTITY NAME:

1. THE FISHCER GROUP INTERNATIONAL EQUITY FUND LLC

CK# 2821

AMOUNT \$105.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

OFFICE USE ONLY

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27 SEP 28 PM 3:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Examiner's Initials

EFFECTIVE DATE

10/1/07

FLORIDA

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into on September 28, 2007, among The Fisher Group International Equity Fund LLC, a Florida limited liability company ("International Equity Fund"), The Fisher Group International Equity Fund LLC, a Michigan limited liability company ("TFGIEF"), and The Fisher Group International Equity Fund II LLC ("TFGIEF II"), under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and Sections 607.1109, 608.4382 and/or 620.203 of the Florida Limited Liability Company Act (the "Florida Act").

International Equity Fund, TFGIEF and TFGIEF II, agree to and do hereby effect the merger of TFGIEF and TFGIEF II with and into International Equity Fund (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
The Fisher Group International Equity Fund LLC	Florida	L07000096634	None	9/21/2007
The Fisher Group International Equity Fund LLC	Michigan	None	B8705X	2/14/2006
The Fisher Group International Equity Fund II LLC	Michigan	None	D0089X	3/24/2006

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

The Fisher Group International Equity Fund LLC Florida L07000096634

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2. TERMS AND EFFECT OF MERGER

On the Effective Date, TFGIEF and IFGIEF II will cease to exist separately, and will be merged with and into International Equity Fund in accordance with the provisions of this Agreement and the Operating Agreement of International Equity Fund and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.

3. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT

The Articles of Organization of International Equity Fund and Operating Agreement of International Equity Fund shall be the Articles of Organization and Operating Agreement of the Surviving LLC.

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act
- b. The effective date and time of the Merger (the "Effective Date") shall be October 1, 2007.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of International Equity Fund, the Members of TFGIEF and the Members of IFGIEF II in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at the International Equity Fund's principal place of business, the address of which is 4801 PGA Boulevard, palm Beach Gardens, Florida 33418.

A copy of this Agreement will be provided by International Equity Fund upon request and without cost to any member or any person holding an interest in any other business entity which is to merge or consolidate.

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written.

**THE FISHER GROUP INTERNATIONAL
EQUITY FUND LLC, a Florida
limited liability company**

By: Martinique Hotel, Inc., its Manager

By: 
Phillip Wm. Fisher, Vice President

By: 
Melissa D. Cragg, Authorized Signatory

**THE FISHER GROUP INTERNATIONAL
EQUITY FUND LLC, a Michigan limited
liability company**

By: Martinique Hotel, Inc., its Manager

By: 
Phillip Wm. Fisher, Vice President

By: 
Melissa D. Cragg, Authorized Signatory

**THE FISHER GROUP INTERNATIONAL
EQUITY FUND II LLC, a Michigan limited
liability company**

By: Martinique Hotel, Inc., its Manager

By: 
Phillip Wm. Fisher, Vice President

By: 
Melissa D. Cragg, Authorized Signatory