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**EDWARD R. ALEXANDER, P.L.**

*A Florida Professional Limited Liability Company*

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December 26, 2007

**VIA FEDEX OVERNIGHT EXPRESS**

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Merger for the merger of Jones Financial Services, P.A., a Florida professional association, with and into Stonebridge Financial Planning Group, LLC, a Florida limited liability company.

Amended and Restated Articles of Organization for Stonebridge Financial Planning Group, LLC

Dear Sir/Madam:


Enclosed please find the following:

- (A) original signed Articles of Merger for the merger of Jones Financial Services, P.A., a Florida professional association, with and into Stonebridge Financial Planning Group, LLC, a Florida limited liability company;
- (B) a check in the amount of \$70.00, to cover the filing fees therefore;
- (C) Amended and Restated Articles of Organization for Stonebridge Financial Planning Group, LLC;
- (D) a check in the amount of \$25.00, to cover the filing fees therefore.

The Articles of Merger are effective as of January 1, 2008. Please file the Articles of Merger and the Amended and Restated Articles of Organization and send confirmation of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Encl.

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January 24, 2008

Secretary of State  
Division of Corporations  
Attn. Ms. Tammy Hampton  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Letter No. 007A00072102 –Stonebridge Financial Planning Group, LLC

Rejection of Articles of Merger for the merger of Jones Financial Services, P.A., a Florida professional association, with and into Stonebridge Financial Planning Group, LLC, a Florida limited liability company.

Dear Ms. Hampton:

Enclosed please find the following:

- (A) Division of Corporations Letter No. 007A00072102, rejecting the Articles of Merger for the merger of Jones Financial Services, P.A., with and into Stonebridge Financial Planning Group, LLC; and
- (B) revised original signed Articles and Plan of Merger for the merger of Jones Financial Services, P.A., a Florida professional association, with and into Stonebridge Financial Planning Group, LLC, a Florida limited liability company.

Pursuant to your letter, the Articles of Merger were rejected for the failure to include or have attached a plan of merger. It appears this basis for rejection may be in error.

As permitted by Sections 607.1108(3) and 608.4382(1)(a), Florida Statutes, the Plan of Merger was incorporated into the Articles of Merger as follows:

1. Sections 607.1108(3)(a) and 608.438(3)(a). The names and jurisdiction of formation of the merging entities are set forth in the preamble, and paragraphs 1 and 2, and the surviving entity is identified in paragraph 4.
2. Sections 607.1108(3)(b) and 608.438(3)(b). The terms and conditions of the merger are set forth in paragraphs 3 and 5.
3. Sections 607.1108(3)(c) and 608.438(3)(c). The manner and basis of converting the shares of the merging entity into securities of the surviving entity are set forth in paragraph 5. No other securities of the merging entity other than common stock and membership units are outstanding and are, therefore, not referenced.

Although not specified in the rejection letter, the Articles of Merger with integrated plan of merger did not, however, contain the statement required by section 608.438(3)(e), Florida Statutes. They have been revised to include it.

Based on the above statutes, the revised Articles and Plan of Merger (with integrated plan of merger) should be in satisfactory form for filing.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2007

EDWARD R ALEXANDER, JR  
200 S ORANGE AVE  
STE 1220  
ORLANDO, FL 32801

SUBJECT: STONEBRIDGE FINANCIAL PLANNING GROUP, LLC  
Ref. Number: L07000103285

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08 JAN 29 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for STONEBRIDGE FINANCIAL PLANNING GROUP, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 007A00072102

**ARTICLES  
AND  
PLAN OF MERGER**

Concerning the merger of  
**Jones Financial Services, P.A.**,  
a Florida professional association,  
with and into  
**Stonebridge Financial Planning Group, LLC**  
a Florida limited liability company.

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Jones Financial Services, P.A., a Florida professional association, pursuant to section 607.1108, Florida Statutes, and Stonebridge Financial Planning Group, LLC, a Florida limited liability company, pursuant to Section 608.438, executes and files these Articles of Merger and Certificate of Merger and states as follows:

1. The name of the Florida limited liability company is Stonebridge Financial Planning Group, LLC (the "**Company**"). 207000103285
2. The name of the Florida corporation is Jones Financial Services, P.A. (the "**Target**"). P00000063562
3. Target shall be merged into the Company (the "**Merger**") pursuant to and in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and the Florida Business Corporation Act, Chapter 607, Florida Statutes.
4. Company shall be the surviving entity. The Merger shall be effective on January 1, 2008
5. As of the Merger Date each: (A) share of the issued and outstanding capital stock, \$1.00 par value, of the Target shall be automatically converted into 0.125 Units of the Company, with all issued and outstanding shares of the capital stock of Target being converted into a total of 1,250 Units of the Company; and (B) shareholder of Target becoming a member of the Company on such date and subject to the terms and conditions of the Company's Operating Agreement dated December 27, 2007.
6. The Plan of Merger was unanimously approved by the members and managing members of Stonebridge Financial Planning Group, LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.
7. The Plan of Merger was unanimously approved by the shareholders and members of the board of directors of Jones Financial Services, P.A., in accordance with the applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes.

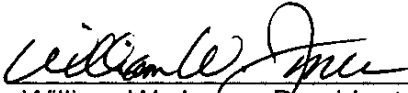
8. Attached hereto are Amended and Restated Articles of Organization of Stonebridge Financial Planning Group, LLC, which shall be effective as of the Merger Date.
9. In accordance with the Amended and Restated Articles of Organization of Stonebridge Financial Planning Group, LLC, the management of the Company on and after the effective date of the merger shall be vested in the two (2) managers as follows:

William W. Jones  
341 N. Maitland Ave., Ste. 360  
Maitland, FL 32751

Dianne M. Webb  
341 N. Maitland Ave., Ste. 360  
Maitland, FL 32751

Executed as of this 27<sup>th</sup> day of December, 2007.

Jones Financial Services, P.A.

  
\_\_\_\_\_  
William W. Jones, President

Stonebridge Financial Planning Group,  
LLC

  
\_\_\_\_\_  
Dianne M. Webb, Managing Member

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