

To:
Subject: 000171.91373
Division of Corporations

From: Rocky Soto

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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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MERGER OR SHARE EXCHANGE

IHA HOLDINGS, INC.

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EXAMINER

8/22/2008 10:06 AM

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CERTIFICATE OF MERGER

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
IHA Holdings, LLC 645 Mayport Road, Suite 3A Atlantic Beach, FL 32233	Florida	Limited Liability Company LOM-120541

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
IHA Holdings, Inc. 645 Mayport Road, Suite 3A Atlantic Beach, FL 32233	Delaware	Corporation

THIRD: The Plan of Merger attached as Exhibit A meets the requirements of Section 608.4382, Florida Statutes, and was approved by the merging parties in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Section 264, Delaware General Corporation Law.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
IHA Holdings, LLC	By: 	Bob Alligood, Manager
IHA Holdings, Inc.	By: 	Jeff Chiarugi, Senior Vice President and COO

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**AGREEMENT AND PLAN OF MERGER
OF
IHA HOLDINGS, LLC
WITH AND INTO
IHA HOLDINGS, INC.**

The following Agreement and Plan of Merger was adopted and approved by each party to the merger in accordance with Section 264 of the Delaware General Corporation Law and Section 608.438 of the Florida Limited Liability Company Act.

Background

The merging entity is IHA Holdings, LLC, a Florida limited liability company (the "Merging Entity"). The surviving entity is IHA Holdings, Inc., a Delaware corporation (the "Surviving Entity"). The Merging Entity is a wholly owned subsidiary of the Surviving Entity. Economies of operation and savings in administrative expenses can be achieved by merging the Merging Entity with and into the Surviving Entity.

1. **Terms and Conditions of Merger.** Upon the Effective Date, the Merging Entity shall be merged into the Surviving Entity, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue its existence as a Delaware corporation pursuant to the laws of Delaware.

2. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall be fully vested in the Merging Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities and duties.

3. **Conversion of Interest of the Merging Entity.** The manner and basis for converting the outstanding Units of the Merging Entity into an ownership interest of the Surviving Entity are as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding Unit of the Merging Entity shall be cancelled without payment of any consideration and without any conversion.

4. **Certificate of Incorporation of the Surviving Entity.** No amendment to the Certificate of Incorporation of the Surviving Entity is required on account of the merger, and the Certificate of Incorporation of the Surviving Entity shall be its certificate of incorporation.

5. **Surviving Entity.** The Surviving Entity's principal place of business is: 13361 Atlantic Boulevard, Jacksonville, Florida 32225.

6. **Effective Date.** The merger shall become effective upon the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

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7. Supplemental Action. If, at any time after the Effective Date, the Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Agreement and Plan of Merger, the appropriate officers of the Surviving or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, both the Merging Entity and the Surviving Entity have caused this Agreement and Plan of Merger to be executed as of the 15th day of August, 2008.

"SURVIVING ENTITY"

"MERGING ENTITY"

IHA HOLDINGS, INC.

IHA HOLDINGS, LLC

By: 
Jeff Chiarugi, Senior Vice President and
Chief Operating Officer

By: 
Bob Alligood, Manager

The undersigned, as Secretary of the Surviving Entity, hereby certifies that this Agreement and Plan of Merger has been adopted pursuant to Section 251(f) of the Delaware General Corporation Law, and that the conditions specified in the first sentence therein have been satisfied.


Kathleen Klein
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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