

FROM : WRIGHT & SHAW, P.A.  
Division of Corporations

FAX NO. 82395423987

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MERGER OR SHARE EXCHANGE

SilverCrested Managment, LLC

Certificate of Status	0
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Estimated Charge	\$96.25

\$90.00

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### ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation act pursuant to Section 607.1109 or 617.0302, Florida Statutes.

#### ARTICLE ONE:

The name and jurisdiction of each merging entity is SILVERCRESTED MGT, INC., a Florida corporation, with document number P98000069312.

#### ARTICLE TWO:

The name and jurisdiction of the surviving entity is SILVERCRESTED MANAGEMENT, LLC, a Florida limited liability company, with document number L07000125904.

#### ARTICLE THREE:

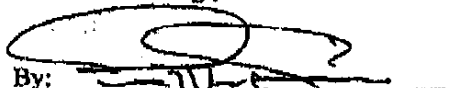
The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provision of Chapters 607, 608, 617, and/or 620, Florida Statutes.

#### ARTICLE FOUR:

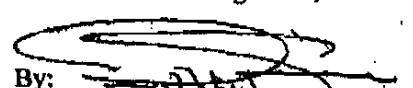
The other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State, is January 1, 2008.

Signed this 28<sup>th</sup> day of December, 2007.

SilverCrested Mgt, Inc.

By:   
Lee J. Van Tilburg, President  
Member

SilverCrested Management, LLC

By:   
Lee J. Van Tilburg, Managing

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### PLAN OF MERGER

This Plan of Merger dated December 31, 2007, between SILVERCRESTED MANAGEMENT, LLC, hereinafter referred to as the "surviving company," and SILVERCRESTED MGT. INC., hereinafter referred to as the "absorbed corporation."

WHEREAS, SILVERCRESTED MANAGEMENT, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office 3440 Marlinatown Lane, #203, North Fort Myers, Florida; and

WHEREAS, SILVERCRESTED MGT. INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 3440 Marlinatown Lane, #203, North Fort Myers, Florida; and

WHEREAS, SILVERCRESTED MGT. INC. has a capitalization of Ten Thousand (10,000) authorized shares of ONE DOLLAR (\$1.00) common stock of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, The boards of directors and members of the constituent companies deem it desirable and in the best business interests of the companies and their shareholders that SILVERCRESTED MGT. INC. be merged into SILVERCRESTED MANAGEMENT, LLC pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act and Section 608, Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** SILVERCRESTED MGT. INC. shall merge with and into SILVERCRESTED MANAGEMENT, LLC, which shall be the surviving entity.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into rights, obligations, and other securities of the surviving company is as follows:

(a) Each share of the \$1.00 common stock of SILVERCRESTED MGT. INC. issued and outstanding on the effective date of the merger shall be converted into One Unit of SILVERCRESTED MANAGEMENT, LLC which units the surviving company shall then be issued and outstanding.

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(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving company or its duly appointed agent, in the manner that the surviving company shall legally require. On receipt of the share certificates, the surviving company shall issue and exchange certificates for units of the surviving company, representing the number of units to which the holder is entitled as provided above.

4. **Changes in Articles of Incorporation.** The articles of organization of the surviving company shall continue to be its articles of organization following the effective date of the merger.

5. **Changes in Regulations.** The Regulations of the surviving company shall continue to be its regulations following the effective date of the merger.

6. **Approval by Shareholders Members.** This plan of merger has been approved by the shareholders and members of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

7. **Effective Date of Merger.** The effective date of this merger shall be January 1, 2008.

8. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and members on the date first above written.



SILVERCRESTED MANAGEMENT, LLC


By   
Lee J. Van Tilburg, Managing Member

SILVERCRESTED MGT, INC.

By   
Lee J. Van Tilburg, President

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Attest:

  
Michelle Allen  
Secretary

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