

L08000025771

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EFFECTIVE DATE

06/29/12

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June 20, 2012

By Federal Express

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger of The Monitor Group, LLC (No. L08000025771)
and
The Monitor Group, Inc., a Virginia corporation

Ladies and Gentlemen:

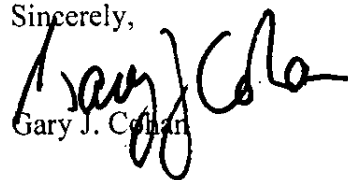
Enclosed for filing are:

1. Two copies of the above referenced Articles of Merger, one of which has been manually executed; and
2. This firm's check payable to the Florida Department of State in the amount of \$90.00.

Please file the enclosed Articles as promptly as possible and return a certified copy to me.
Please note that a June 29, 2012 effective date for the merger is requested.

Thank you..

Sincerely,


Gary J. Cohan

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A. PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

**ARTICLES OF MERGER
OF
THE MONITOR GROUP, LLC, a Florida Limited Liability Company
AND
THE MONITOR GROUP, INC., a Virginia Corporation**

The following Articles of Merger are submitted in accordance with the Florida Limited Liability Act, pursuant to section 608.4382, Florida Statutes.

FIRST: The Monitor Group, LLC, a Florida limited liability company, is the Surviving Entity.

SECOND: The name and jurisdiction of the Merging Corporation is The Monitor Group, Inc., a Virginia corporation.

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of June 29, 2012 and the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the manager and members of the Surviving Corporation on May 15, 2012.

SIXTH: The Plan of Merger was adopted by the directors and shareholders of the Merging Corporation on May 15, 2012.

SEVENTH: The Plan of Merger has been duly authorized by all action required by the laws of the State of Florida and the Commonwealth of Virginia and by the Articles of Organization or Articles of Incorporation and by-laws of each constituent entity.

IN WITNESS WHEREOF, these Articles of Merger have been executed by each of the constituent entities, as of May 15, 2012.

SURVIVING ENTITY:

THE MONITOR GROUP, LLC
a Florida limited liability company

By: 
Glenn G. Kautt, President

MERGING CORPORATION:

THE MONITOR GROUP, INC.
a Virginia corporation

By: 
Glenn G. Kautt, President

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EFFECTIVE DATE 06/29/12

PLAN OF MERGER
by and between
The Monitor Group, LLC
and
The Monitor Group, Inc.

This Plan of Merger (the "Plan") is made by and between The Monitor Group, LLC, a Florida limited liability company, and The Monitor Group, Inc., a Virginia corporation (together referred to as the "Parties").

1. The entities that will merge are as follows: The Monitor Group, LLC, a Florida limited liability company, and The Monitor Group, Inc., a Virginia corporation.

2. The name of the surviving entity shall be The Monitor Group, LLC, a Florida limited liability company, and it shall own all of the assets and be responsible for all of the liabilities of both Parties. The officers and managers of the Parties shall take all appropriate action to cause the merger to be effective as set forth herein.

3. The surviving entity shall be a Florida limited liability company.

4. The Plan must be approved by unanimous vote or consent of the shareholders of The Monitor Group, Inc., and by unanimous vote or consent of the members of The Monitor Group, LLC.

5. The percentage membership interest of each member in the surviving entity shall be determined by adding (a) the percentage of such member's pre-merger interest in The Monitor Group, LLC to (b) such member's pre-merger percentage of shares in The Monitor Group, Inc., and (c) dividing the sum by two (2), as of the effective date of this Plan of Merger.

6. Each shareholder of The Monitor Group, Inc. will surrender such shareholder's shares of stock to The Monitor Group, LLC, and will in return receive written acknowledgement from The Monitor Group, LLC of such person's post-merger membership interest in The Monitor Group, LLC. Any member of The Monitor Group, LLC who was not a shareholder of The Monitor Group, Inc. before the merger will also receive written acknowledgement from The Monitor Group, LLC of such person's post-merger membership interest in The Monitor Group, LLC. No cash and, except for the membership interests in The Monitor Group, LLC stated herein, no property will be distributed to any shareholder or member as a part of, or as a result of, the merger.

7. The merger shall be effective as of the 29th day of June, 2012.

8. The Articles of Organization and the Operating Agreement for the surviving entity shall not be amended.

9. The certificate of merger shall act as a certificate of cancellation for the merging company that is not the surviving party to the merger and such merging company's existence shall be canceled upon the effective date of the merger.

10. The Parties intend that this Plan is a plan or reorganization adopted pursuant to the provision of Section 368(a)(1)(A) of the Internal Revenue Code, and all

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actions taken pursuant to the Plan and all questions relating to the execution of the Plan shall be resolved accordingly, and the powers and discretion of officers and managers of the Parties shall not be exercised or exercisable with respect to the execution of the Plan except in a manner consistent with said intention.

10. This Plan may be amended or cancelled prior to the effective date of the certificate of merger, including the ability to amend the amount or kinds of shares, securities, interests, cash or other property that is to be received under the Plan by the shareholders or members of eligible interests in any Party, the ability to amend the articles of organization of The Monitor Group, LLC, as well as the ability to amend any of the other terms or conditions of the Plan that would adversely affect such shareholders or members in any material respect; provided, however, that any such amendment or cancellation must be approved by unanimous vote or consent of the shareholders of The Monitor Group, Inc., and by unanimous vote or consent of the members of The Monitor Group, LLC.

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