

**L08000039090**

Florida Department of State  
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To:

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Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**L. SELLERS**  
JUL 17 2008  
**EXAMINER**

**MERGER OR SHARE EXCHANGE**

**SUNSTATE MORTGAGE PARTNERS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$110.00

RECEIVED  
2008 JUL 17 AM 8:00  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**

The following Articles of Merger are submitted to merge the following Florida Profit corporation and limited liability company in accordance with Florida Statutes, Sections 607.1109 and 617.0302.

**FIRST.** The exact name, entity type and jurisdiction of each merging party are as follows:

1. Sunstate Mortgage Partners, Inc., a Florida corporation.
2. Sunstate Mortgage Partners, LLC, a Florida limited liability company.

**SECOND.** The exact name, entity type and jurisdiction of the surviving party are as follows:

3. Sunstate Mortgage Partners, LLC, a Florida limited liability company.

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

**FOURTH.** The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH.** If 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:

The date of filing.

**SIXTH.** Signatures for each party:

Sunstate Mortgage Partners, Inc.  
A Florida corporation

By:   
Alfio Ravaglia, President

Dated July 11, 2008

Sunstate Mortgage Partners, LLC  
A Florida limited liability company

By:   
Dan Schedivy, Manager Member

Dated July 11, 2008

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## PLAN OF MERGER

**FIRST.** The exact name, entity type and jurisdiction for each merging party are as follows:

- 1 Sunstate Mortgage Partners, Inc., a Florida corporation.
2. Sunstate Mortgage Partners, LLC, a Florida limited liability company.

**SECOND.** The exact name, entity type and jurisdiction of the surviving party are as follows:

3. Sunstate Mortgage Partners, LLC, a Florida limited liability company.

**THIRD.** The terms and conditions of the merger are as follows: The surviving entity of the merger will continue the business operations of Sunstate Mortgage Partners, Inc., a Florida corporation, and will receive all assets of the Sunstate Mortgage Partners, Inc., a Florida corporation, by assignment or transfer, said assets having zero value, and will assume the liabilities of Sunstate Mortgage Partners, Inc., a Florida corporation, provided said assumption of liabilities shall not include any liabilities not required pursuant to Florida Statutes.

**FOURTH.** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

A. Each shareholder of Sunstate Mortgage Partners, Inc., a Florida corporation, shall receive a percentage ownership in the surviving entity, Sunstate Mortgage Partners, LLC, a Florida limited liability company, equal to that percentage of ownership held by said shareholder in Sunstate Mortgage Partners, Inc., a Florida corporation. The shareholder basis of the securities in the surviving entity shall equal the basis previously in shares held in Sunstate Mortgage Partners, Inc., a Florida corporation.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: Said manner and basis shall be governed by the Operating Agreement of Sunstate Mortgage Partners, LLC, a Florida limited liability company, made effective February 21, 2008.

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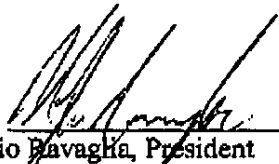
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FIFTH. The name and business address of each manager and managing member of the surviving entity, Sunstate Mortgage Partners, LLC, a Florida limited liability company, are as follows:

1. Alfio Ravaglia, Managing Member, 1420 Celebration Boulevard Suite. 200, Celebration, Florida 34747;
2. Dan Schedivy, Managing Member, 1420 Celebration Boulevard Suite. 200, Celebration, Florida 34747.

SIXTH. Signatures for each party:

Sunstate Mortgage Partners, Inc.  
A Florida corporation

By:   
Alfio Ravaglia, President

Dated July 11, 2008

Sunstate Mortgage Partners, LLC  
A Florida limited liability company

By:   
Dan Schedivy, Managing Member

Dated July 11, 2008

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