

PLAN OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan of Merger") is entered into between RIVELLI INVESTMENTS, LLC, a Texas limited liability company, known in this agreement as the "Disappearing LLC," and RIVELLI INVESTMENTS, LLC, a Florida limited liability company, known in this agreement as the "Surviving LLC." Under the Plan of Merger, the Disappearing LLC will merge into the Surviving LLC and cease its separate existence.

On completion of the merger, the name of the Surviving LLC will be RIVELLI INVESTMENTS, LLC. It will be domiciled in the State of Florida.

ARTICLE I

PARTIES TO MERGER

1.01. **Disappearing LLC.** RIVELLI INVESTMENTS, LLC, the Disappearing LLC, is a Texas limited liability company, consisting of RIVELLI INVESTMENT TRUST, PATRICK A. RIVELLI, SR. and YVONNE DUVALL RIVELLI, Members. The principal place of business of the Disappearing LLC is 12680 Hillcrest #4204, Dallas, Texas 75230.

1.02. **Surviving LLC.** RIVELLI INVESTMENTS, LLC, the Surviving LLC, is a Florida limited liability company, consisting of RIVELLI INVESTMENT TRUST, PATRICK A. RIVELLI, SR. and YVONNE DUVALL RIVELLI, Members. The principal place of business of the Surviving LLC is 6000 Royal Marco Way - PHL, Marco Island, FL 34145.

ARTICLE II

ASSETS AND LIABILITIES

2.01. **Assets and Liabilities of Disappearing LLC.** The assets and liabilities of the Disappearing LLC have been fully disclosed to the Surviving LLC, and all books and records of the Disappearing LLC have been made available for inspection.

2.02. **Suits or Proceedings of Disappearing LLC.** There are no suits or proceedings pending against or by the Disappearing LLC.

2.03. **Assets and Liabilities of Surviving LLC.** The assets and liabilities of the Surviving LLC have been fully disclosed to the Disappearing LLC, and all books and records of the Surviving LLC have been made available for inspection.

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**Certificate of Merger
For
Florida Limited Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Rivelli Investments, LLC	Texas	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Rivelli Investments, LLC	Florida	Limited Liability Company

THIRD: 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 provisions of Chapters 607, 608, 617, and/or 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:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

N/A

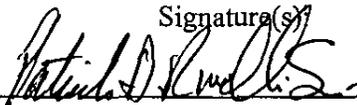
Mailing address:

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
N/A		Patrick A. Rivelli, Sr. Manager and Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
For each Corporation: \$35.00
For each Limited Partnership: \$52.50
For each General Partnership: \$25.00
For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00