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TALLAHASSEE, FLORIDA

T. CLINE

OCT 30 2008

EXAMINER

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Attorney at Law

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Palm Beach, Florida 33480

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15 Northeast 4th Street, Suite A

Delray Beach, FL 33444

Tel: 561-272-0398

October 28, 2008

VIA FEDERAL EXPRESS

Registration Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

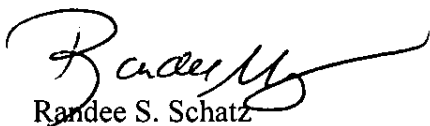
Re: Merger-Arcature, L.L.C.

Dear Sir/Madam:

The undersigned represents Arcature, L.L.C. and I am enclosing herewith the original cover letter, and Certificate of Merger for Arcature, L.L.C., a Ct. Limited liability company into Arcature, L.L.C., a Florida limited liability company.

Enclosed also please find my firm's check in the amount of \$55.00 to cover the cost of filing the merger as well as providing to me a certified copy. Should you have any questions, or need anything further, please let me know.

Sincerely yours,


Randee S. Schatz

RSS:rs

ENCL. As stated

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Arcature, L.L.C.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Randee S. Schatz, Esq.
(Contact Person)

Randee S. Schatz, P.A.
(Firm/Company)

220 Sunrise Avenue, Suite 209
(Address)

Palm Beach, FL 33480
(City, State and Zip Code)

For further information concerning this matter, please call:

Randee S. Schatz at (561) 833-1846
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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

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>
Arcature, L.L.C.	CT	CT 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>
Arcature, L.L.C.	Florida	FL Limited Liability Company

LO8-63291

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.

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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:

November 1, 2008

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:

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 entitled 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:


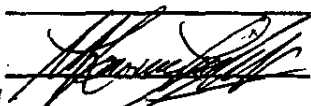
Street address: _____

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:
Arcature, L.L.C., a Florida Limited Liability Company		M. Lawrence Light Manager-Member
Arcature, L.L.C., a CT Limited Liability Company		M. Lawrence Light Manager-Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

PLAN OF MERGER

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>
Arcature, L.L.C.	CT	L.L.C.
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Arcature, L.L.C.	FL	L.L.C.

THIRD: The terms and conditions of the merger are as follows:

Membership interests in the CT LLC (merging party) will be transferred to the
FLORIDA LLC (surviving party) on a unit per unit basis; all assets and interests
of the CT LLC including but not limited to contracts, personal property, intangible
property, trademarks and copyrights, customer information, employees, benefit
plans shall all become merged into and vested in the FLORIDA LLC, the
surviving entity.

(Attach additional sheet if necessary)

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FOURTH:

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

All interests and obligations of the merged entity shall be assigned to the
surviving entity unless another manner of assigning the obligation is required
by contract or by law.

(Attach additional sheet if necessary)

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

All rights to acquire the interests or obligations of the merged party into rights to
acquire the interests or obligations of the surviving party shall be by assignment
unless otherwise required by contract or by law.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The survivor agrees (1) That it may be served with process in CT
in any proceeding for enforcement of any obligation of any limited
liability company or other entity party to the merger or
consolidation that was formed under the laws of CT, as well as for
enforcement of any obligation of the survivor of the merger or
consolidation; and (2) to irrevocably appoint the Secretary of the
State as its agent for service of process in any such proceeding and the survivor
shall specify the address to which a copy of the process shall be mailed to it by the Secretary of the State.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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