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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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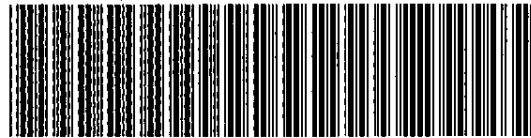
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

T. CLINE
DEC 20 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Alethean Group, LLC

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Peter A Savarese

(Contact Person)

Alethean Holdings, LLC

(Firm/Company)

15646 84th Ave N

(Address)

Palm Beach Gardens, FL 33418

(City, State and Zip Code)

For further information concerning this matter, please call:

Peter A Savarese, Esq at (561) 207-7400

(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, FL 32301

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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>
iPro One Group, LLC <i>WS-6613</i>	Florida	Limited Liability Company
Alethean Group, LLC	Delaware	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>
Alethean Risk Management, LLC	Delaware	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.

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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:

NA

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:

Alethean Group, LLC c/o Corporation Service Company

2711 Centerville Road, Suite 400

Wilmington, DE 19808

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: 15646 84th Ave N

Palm Beach Gardens, FL 33418

Mailing address: 15646 84th Ave N

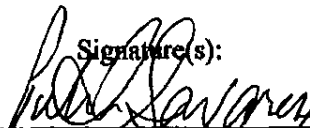
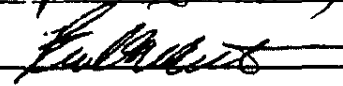
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

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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:
iPro One Group, LLC		Peter A Savarese
Alethean Group, LLC		Paul M. West

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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TALLAHASSEE, FL 32310

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>
<u>iPro One Group, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Alethean Group, LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
<u>Alethean Risk Management, LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

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

Execution of the Agreement and Plan of Merger by and between

iPro One Group, LLC and Alethean Group, LLC

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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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 securities of the merged party are owned by the surviving entity. Upon
completion of this subsidiary merger, all securities of the merged party
shall be cancelled.

(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:

Not Applicable

(Attach additional sheet if necessary)

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TALLAHASSEE, FL 32399

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

The executed agreement of merger is on file at 15646 84th Ave N, Palm Beach Gardens, Florida 33418

which shall become the principal place of business of the surviving Limited Liability Company.

A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

(Attach additional sheet if necessary)

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

Upon filing of the merger certificate, the name of the surviving entity shall be changed from Alethean Group, LLC to Alethean Risk Management, LLC

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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