

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
V & T GROUP, LLC**

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**ARTICLES OF MERGER  
OF  
LUPINE LANE, LLC  
INTO  
V & T GROUP, LLC**

The following Articles of Merger are submitted to merge the following Florida limited liability companies in accordance with the filing requirements of Sections 605.1025, Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lupine Lane, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
V & T Group, LLC	Florida	Limited Liability Company

**THIRD:** The Agreement and Plan of Merger, attached hereto and incorporated herewith as Exhibit A, was adopted by the members of Lupine Lane, LLC and the members of V & T Group LLC in accordance with Section 605.1021-605.1026, Florida Statutes, on March 19, 2015.

**FOURTH:** The surviving entity exists before the merger and is a domestic filing entity.

**FIFTH:** The surviving entity agrees to pay any members and shareholders with appraisal rights the amount to which such members and shareholders are entitled under Sections 605.1006, 605.1061-605.1072 and 607.1302, Florida Statutes, as applicable.

**SIXTH:** The effective date of the merger shall be March 19, 2015.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective authorized representative this 19<sup>th</sup> day of March, 2015.

**MERGING ENTITY:**

**LUPINE LANE, LLC,**  
a Florida limited liability company

By: \_\_\_\_\_  
VERONICA L. MASSEY, Manager

By: *Teresa Rose Rizzo*  
TERESA ROSE RIZZO, Manager

**SURVIVING ENTITY:**

**V & T GROUP, LLC,**  
a Florida limited liability company

By: \_\_\_\_\_  
VERONICA L. MASSEY, Manager

By: *Teresa Rose Rizzo*  
TERESA ROSE RIZZO, Manager

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

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**AGREEMENT AND PLAN OF MERGER  
OF  
LUPINE LANE, LLC  
INTO  
V & T GROUP, LLC**

This Agreement and Plan of Merger (the "Agreement") is entered into this 19<sup>th</sup> day of March, 2015, by and between LUPINE LANE, LLC, a Florida limited liability company ("Lupine Lane"), and V & T GROUP, LLC, a Florida limited liability company ("V & T Group"), pursuant to Chapters 605, Florida Statutes.

**WITNESSETH:**

**WHEREAS**, the members of Lupine Lane and the members of V & T Group deem it advisable that Lupine Lane merge into V & T Group as hereinafter specified (the "Merger"); and

**WHEREAS**, Lupine Lane filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on June 1, 2012. Lupine Lane's membership interests are as follows:

Veronica L. Massey Revocable Trust	50%
Teresa Rose Rizzo Revocable Trust	50%

**WHEREAS**, V & T Group filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on July 11, 2008. V & T Group's membership interests are as follows:

Veronica L. Massey Revocable Trust	50%
Teresa Rose Rizzo Revocable Trust	50%.

**NOW, THEREFORE**, Lupine Lane and V & T Group by and among their respective members, in consideration of the mutual covenants, agreements and provisions hereinafter

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contained, do hereby prescribe the terms and conditions of said Merger and of carrying the same into effect as follows:

**FIRST:** The name and jurisdiction of the surviving limited liability company is:

**V & T GROUP, LLC**, a Florida limited liability company.

**SECOND:** The name and jurisdiction of each merging entity that is not the surviving entity is:

**LUPINE LANE, LLC**, a Florida limited liability company.

**THIRD:** The Articles of Organization of V & T Group, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect.

**FOURTH:** Upon the effect of the Merger, the value of the membership interests of the Veronica L. Massey Revocable Trust (the "Massey Revocable Trust") and the Teresa Rose Rizzo Revocable Trust (the "Rizzo Revocable Trust") in Lupine Lane shall be applied to the Massey Revocable Trust's and the Rizzo Revocable Trust's respective membership interests in the surviving entity. All ownership interests of Lupine Lane that have been issued prior to this Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefore and the membership interests of V & T Group shall be as follows:

Veronica L. Massey Revocable Trust	50%
Theresa Rose Rizzo Revocable Trust	50%

**FIFTH:** This merger shall become effective as of the 19<sup>th</sup> day of March, 2015.

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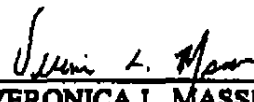
**IN WITNESS WHEREOF**, the parties to this Agreement, pursuant to authority duly given by their respective members, have caused this Agreement and Plan of Merger to be executed as of the date first written above.

**LUPINE LANE, LLC**  
a Florida limited liability company

By:   
**VERONICA L. MASSEY, Manager**

By: \_\_\_\_\_  
**TERESA ROSE RIZZO, Manager**

**V & T GROUP, LLC**  
a Florida limited liability company

By:   
**VERONICA L. MASSEY, Manager**

By: \_\_\_\_\_  
**TERESA ROSE RIZZO, Manager**

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective members, have caused this Agreement and Plan of Merger to be executed as of the date first written above.

**LUPINE LANE, LLC**  
a Florida limited liability company

By: \_\_\_\_\_  
VERONICA L. MASSEY, Manager

By: *Teresa Rose Rizzo*  
TERESA ROSE RIZZO, Manager

**V & T GROUP, LLC**  
a Florida limited liability company

By: \_\_\_\_\_  
VERONICA L. MASSEY, Manager

By: *Teresa Rose Rizzo*  
TERESA ROSE RIZZO, Manager

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