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MERGER OR SHARE EXCHANGE

R3GLOBAL INTERNATIONAL, LLC

Certificate of Status	0
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EXAMINER

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ARTICLES OF MERGER

of

R3GLOBAL, LLC
(a Florida limited liability company)

with and into

R3GLOBAL INTERNATIONAL, LLC
(a Florida limited liability company)

Pursuant to Section 608.438 of the Florida Limited Liability Company Act, **R3GLOBAL, LLC**, a Florida limited liability company ("R3G"), and **R3GLOBAL INTERNATIONAL, LLC**, a Florida limited liability company ("R3GI"), hereby submit these Articles of Merger:

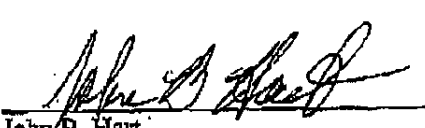
1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of R3G with and into R3GI is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.
2. The effective date of the merger shall be January 1, 2009.
3. The Plan was approved by R3G in accordance with the applicable provisions of the Florida Limited Liability Company Act.
4. The Plan was approved by R3GI, in accordance with the applicable provisions of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 19th day of December, 2008.

R3GLOBAL, LLC

R3GLOBAL INTERNATIONAL, LLC


John B. Hart
Manager


John B. Hart
Manager

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

R3GLOBAL, LLC

(a Florida Limited Liability Company)

with and into

R3GLOBAL INTERNATIONAL, LLC

(a Florida Limited Liability Company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 1st day of January, 2009, between **R3GLOBAL INTERNATIONAL, LLC**, a Florida limited liability company ("R3GI") and **R3GLOBAL, LLC**, a Florida limited liability company ("R3G") (R3GI and R3G are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, R3GI is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 166 S. Roscoe Blvd., Ponte Vedra Beach, Florida 32082;

WHEREAS, R3G is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 6767 Phillips Industrial Blvd., Jacksonville, Florida 32256; and

WHEREAS, all of the respective members of each of the Constituent Entities have deemed it advisable to merge R3G with and into R3GI (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of R3G shall cease and R3G shall be merged, pursuant to Florida law, with and into R3GI, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the effective date of the Merger, the separate existence of R3G shall cease, and R3GI, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of R3G, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of R3G, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

The current Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the effective date of the merger.

ARTICLE V

The current managers of the Surviving Entity shall continue to be the managers of the Surviving Entity for the full unexpired terms of their office and until their successors have been elected or appointed and qualified following the effective date of the merger.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective managers at any time prior to the Effective Date of the Merger.

ARTICLE VII

The effective date of this merger shall be January 1, 2009.

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ARTICLE VIII

The membership interests in the Surviving Entity shall be recapitalized to be held by the members as follows:

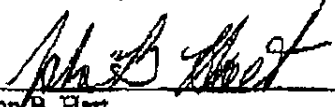
	<u>Percentage Interest</u>
R3GLOBAL HOLDINGS, LLC	100%

ARTICLE IX


This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the date first above written.

R3GLOBAL, LLC


John B. Hart
Manager

R3GLOBAL INTERNATIONAL, LLC


John B. Hart
Manager

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