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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

SKWAREK FAMILY LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

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EXAMINER

\$6.00

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TALLAHASSEE, FLORIDA

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Help

CERTIFICATE OF MERGER

for

Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 408.6382 of the Florida General 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>
Skwarek Family LLC	CT	LLC
Skwarek Family LLC	FL	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Skwarek Family LLC	FL	LLC

Third: The attached Agreement and Plan of Merger was approved by Skwarek Family LLC, a Florida limited liability company and the surviving party to the merger, in accordance with the applicable provisions of Chapter 608 of the Florida General Statutes.

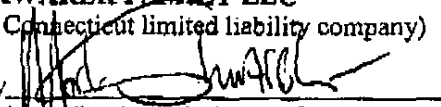
Fourth: The attached Agreement and Plan of Merger was approved by Skwarek Family LLC, a Connecticut limited liability company and the disappearing party to the merger, in accordance with the applicable laws of the State of Connecticut.

Fifth: The effective date of the merger is December 31, 2008.

Dated as of December 16, 2008.

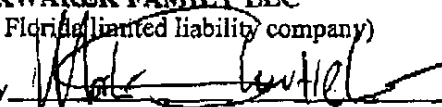
IN WITNESS WHEREOF, the parties have caused this Certificate Merger to be executed on the date first above written.

SKWAREK FAMILY LLC
(a Connecticut limited liability company)

By 
Mark L. Skwarek, Jr., Manager

By 
Anya A. Skwarek, Manager

SKWAREK FAMILY LLC
(a Florida limited liability company)

By 
Mark L. Skwarek, Jr., Manager

By 
Anya A. Skwarek, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

FOR THE MERGER OF

SKWAREK FAMILY LLC
(a Connecticut Limited Liability Company)

WITH AND INTO

SKWAREK FAMILY LLC
(a Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made as of the 15th day of December, 2008 by and between, SKWAREK FAMILY LLC a Connecticut limited liability company ("CT Skwarek"), and SKWAREK FAMILY LLC, a Florida limited liability company ("FL Skwarek"). CT Skwarek and FL Skwarek are at times referred to in this Plan of Merger collectively as the "Constituent Companies" and individually as a "Constituent Company."

BACKGROUND

CT Skwarek is a limited liability company duly organized and existing under the laws of the State of Connecticut. FL Skwarek is a limited liability company duly organized and existing under the laws of the State of Florida.

The members of CT Skwarek are comprised of the same members of FL Skwarek (collectively, the "Members") and the managers serve both CT Skwarek and FL Skwarek (the "Managers"); as such the membership interests and management of CT Skwarek and FL Skwarek are identical in all respects.

The Managers and Members of CT Skwarek (the "CT Skwarek Managers and Members") and the Managers and Members of FL Skwarek (the "FL Skwarek Managers and Members") and together with the CT Skwarek Managers and Members, the "Manager and Members") have each determined it to be advisable that CT Skwarek be merged with and into FL Skwarek on and subject to the terms and conditions set forth below, and the CT Skwarek Managers and Members and the FL Skwarek Managers and Members have each unanimously approved the merger of CT Skwarek with and into FL Skwarek on and subject to the terms and conditions set forth below.

THEREFORE, in consideration of the mutual covenants set forth below, it is agreed that, in accordance with the applicable laws of the State of Connecticut and State of Florida, CT Skwarek be, and it hereby is, merged with and into FL Skwarek pursuant to this Plan of Merger, upon the terms and conditions set forth below, effective as of the Effective Date (as defined below).

1. Merger. At the Effective Date (as defined below), CT Skwarek shall be merged with and into FL Skwarek (the "Merger"), the separate existence of CT Skwarek shall cease. FL Skwarek shall continue in existence as the surviving limited liability company under the name "SKWAREK FAMILY LLC" and the Merger shall in all respects have the effect contemplated by Sections 34-193 through 34-198 of the Connecticut General Statutes, as amended ("C.G.S.") and Sections 608.438 - 608.4382 of the Florida General Statutes, as amended ("F.G.S."). Prior to, and from and after, the Effective Date, each of the Constituent Companies shall take all such actions as shall be necessary or appropriate in order to give effect to the Merger, subject to Section 8 below.

2. Terms of Transaction.

- (a) The membership interests of CT Skwarek that exist immediately prior to the Effective Date (the "Old CT Skwarek Membership Interests") shall automatically be converted into a total of one hundred (100) membership interests of FL Skwarek (the "New FL Skwarek Membership Interests") automatically upon the effectiveness of the Merger, and the members of the Old CT Skwarek Membership Interests shall automatically become holders of the New FL Skwarek Membership Interests upon the effectiveness of the Merger, with each such member holding the number of New FL Skwarek Membership Interests determined by multiplying one hundred (100) by a fraction, the numerator of which is the number of the Old CT Skwarek Membership Interests held by such member immediately prior to the Effective Date, and the denominator of which is the total number of the Old CT Skwarek Membership Interests immediately prior to the Effective Date. Each certificate, if any, representing Old CT Skwarek Membership Interests (an "Old CT Skwarek Certificate") shall, upon and following the effectiveness of the Merger, be deemed to represent the number of New FL Skwarek Membership Interests determined in accordance with the preceding sentence; provided that FL Skwarek shall provide to the holder of each Old CT Skwarek Certificate a certificate expressly representing the appropriate number of New FL Skwarek Membership Interests upon the holder's surrender of the Old CT Skwarek Certificate for cancellation.
- (b) All of the membership interests of CT Skwarek other than the Old CT Skwarek Membership Interests (which shall be converted into New FL Skwarek Membership Interests in accordance with Subsection (a) above), shall be automatically canceled upon the effectiveness of the Merger.
- (c) All of the membership interests of FL Skwarek that existed immediately prior to the Effective Date shall continue to exist upon the effectiveness of the Merger.

3. Articles of Organization and Operating Agreement. From and after the Effective Date, the Articles of Organization and Operating Agreement of FL Skwarek, as amended to date (and, if applicable, as amended prior to the Effective Date) and in effect immediately prior to the Effective Date, shall be the Articles of Organization and Operating Agreement of FL Skwarek as the surviving limited liability company.

4. Managers. The Managers of FL Skwarek immediately prior to the Effective Date shall continue to be the Managers of FL Skwarek as the surviving limited liability company

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following the Effective Date, until removed or replaced in accordance with FL Skwarek's Articles of Organization and Operating Agreement.

5. Authorization and Approval. Each Constituent Company's Managers and Members hereby represents to the other that this Plan of Merger has been unanimously authorized and approved by its Managers and Members in accordance with C.G.S. Section 34-193 and F.G.S. Section 608.4381.

6. Filings. FL Skwarek, as the surviving entity, shall cause its Managers to execute and file (a) an appropriate Articles of Merger with the Secretary of State of the State of Connecticut (the "Articles of Merger") as required by C.G.S. Section 34-196, (b) an appropriate Certificate of Merger with the Department of State of the State of Florida ("Certificate of Merger"); and (c) any and all appropriate filings at the state and local level, if any, in each case and in any event so as to cause the Merger to be effective as of the Effective Date.

7. Effectiveness of Merger & Plan of Merger. The Merger shall be effective as of the Effective Date. For purposes of this Plan of Merger, the "Effective Date" means December 31, 2008. For all intents and purposes, this Plan of Merger shall be considered the written plan of merger as contemplated by C.G.S. Section 34-195 and F.G.S. Section 608.438.

8. Abandonment of Merger & State of Governance. This Plan of Merger may be terminated, and the Merger may thereby be abandoned, at any time prior to the Effective Date by determination of the Manager and Members of either Constituent Company, in accordance with C.G.S. Section 34-194(b) and F.G.S. 608.4381(7). If the Manager and Members of either Constituent Company makes a determination to terminate this Plan of Merger and thereby abandon the Merger, prompt written notice of the same shall be provided to the other Constituent Company, appropriate filings shall be made with the Connecticut Secretary of the State and Florida Department of State, and such termination and abandonment shall be without liability to either Constituent Company.

9. Survivor Appointment. Since FL Skwarek is to be governed by the laws of the State of Florida, FL Skwarek agrees: (a) that it may be served with process in the State of Connecticut in any proceeding for enforcement of any obligation of CT Skwarek, as well as for enforcement of any obligation of FL Skwarek as the survivor of this Merger; and (b) to irrevocably appoint the Secretary of State of the State of Connecticut as its agent for service process in any such proceeding in the State of Connecticut, and FL Skwarek shall receive a copy of the process at 10840 S. Tropical Trail, Merritt Island, FL 32952, to be mailed to it by the Connecticut Secretary of State.


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STATE OF CONNECTICUT

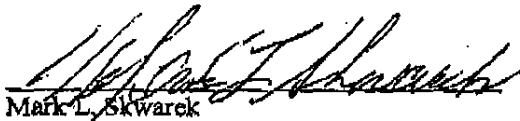
IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on the date first above written.

SKWAREK FAMILY LLC
(a Connecticut limited liability company)


By 
Mark L. Skwarek, Jr., Manager

By 
Anya A. Skwarek, Manager

Members:



Mark L. Skwarek


Andrea D. Skwarek


Mark L. Skwarek, Jr.

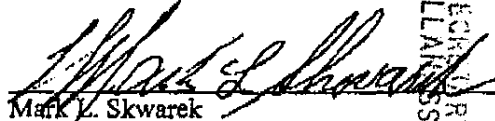

Anya A. Skwarek

SKWAREK FAMILY LLC
(a Florida limited liability company)

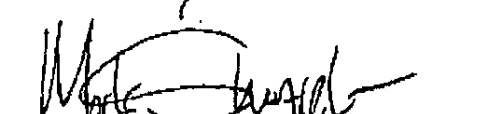
By 
Mark L. Skwarek, Jr., Manager

By 
Anya A. Skwarek, Manager

Members:


Mark L. Skwarek


Andrea D. Skwarek


Mark L. Skwarek, Jr.


Anya A. Skwarek

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TALLAHASSEE, FLORIDA

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