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Effective Date 2/27/09



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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**RETAIL STRATEGIES, LLC**

Certificate of Status	1
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## CERTIFICATE AND PLAN OF MERGER

by and among  
RETAIL ANSWERS, LLC  
RETAIL FACILITIES, LLC  
RETAIL INNOVATIONS, LLC  
with  
RETAIL STRATEGIES, LLC  
AS THE SURVIVING ENTITY

LO9-17628  
LO9-15082  
LO9-15087

LO9-15069

Effective Date  
2/27/09

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

THIS CERTIFICATE AND PLAN OF MERGER ("*Certificate of Merger*") is made and entered into this 27th day of February, 2009, by and among RETAIL STRATEGIES, LLC, a Florida limited liability company with its principal office located at 8669 Baypine Road, Suite 100, Jacksonville, Florida 32256 (the "*Surviving Entity*"), and RETAIL ANSWERS, LLC, RETAIL FACILITIES, LLC, and RETAIL INNOVATIONS, LLC, each a Florida limited liability company with their principal offices located at 8669 Baypine Road, Suite 100, Jacksonville, Florida 32256 (collectively, the "*Disappearing Entities*"). In this Certificate of Merger, the Surviving Entity and the Disappearing Entities are collectively referred to as the "*Constituent Entities*".

A. Peter D. Sleiman (the "*Member*") is the sole Member of the Surviving Entity and the Disappearing Entities.

B. The Member has determined it to be in the best interests of the Disappearing Entities to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in this Certificate of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities and the Member, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entities will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below shall govern:

ARTICLE I  
MERGER

As of February 27, 2009 (the "*Effective Date*"), the Disappearing Entities shall be merged with and into the Surviving Entity. Upon the approval of this Certificate of Merger by the Florida Department of State, Division of Corporations, and the payment of all fees and taxes required by the laws of the State of Florida, this Certificate of Merger shall be filed with the Florida Department of State, Division of Corporations. The Merger shall be effective, and the separate existence of the Disappearing Entities shall cease (except as continued by statute) as of the Effective Date.

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**ARTICLE II**  
**ARTICLES OF ORGANIZATION**

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

**ARTICLE III**  
**CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS**

Because the (a) Member owns one hundred percent (100%) of the membership interests in each of the Disappearing Entities, and (b) the membership interests of the Member in the Disappearing Entities are not certificated or maintained in any form other than percentages of ownership in the Disappearing Entities, no additional membership interest in the Surviving Entity can be issued in conjunction with the Merger.

**ARTICLE IV**  
**TERMS AND CONDITIONS**

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The mailing address of the Surviving Entity shall be 8669 Baypine Road, Suite 100, Jacksonville, Florida 32256 and the principal office of the Surviving Entity shall be 8669 Baypine Road, Suite 100, Jacksonville, Florida 32256.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entities, the proper officers and representatives of the Disappearing Entities or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of this Certificate of Merger.

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**ARTICLE V**  
**EFFECT OF MERGER**

Upon the Effective Date of the Merger, (a) the separate existence of each of the Disappearing Entities, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of each of the Disappearing Entities, and all the rights, privileges, immunities, powers and franchises of each of the Disappearing Entities and all property, real, personal and mixed, and all debts due or belonging to each of the Disappearing Entities, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in each of the Disappearing Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of each of the Disappearing Entities shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of each of the Disappearing Entities attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE VI**  
**AUTHORIZATION OF MERGER**

The sole Member of the Constituent Entities, by resolution, has approved the Plan of Merger set forth in this Certificate of Merger.

**ARTICLE VII**  
**COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Certificate of Merger with the Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, the Constituent Entities have caused this Certificate of Merger to be executed the day and year first above written.

**RETAIL ANSWERS, LLC,**  
a Florida limited liability company

By:   
Peter D. Sleiman, Manager

**RETAIL FACILITIES, LLC,**  
a Florida limited liability company

By:   
Peter D. Sleiman, Manager

**RETAIL INNOVATIONS, LLC,**  
a Florida limited liability company

By:   
Peter D. Sleiman, Manager

**RETAIL STRATEGIES, LLC,**  
a Florida limited liability company

By:   
Peter D. Sleiman, Manager

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