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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. CAUSSEAU

APR 3 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Global Atlantic 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:

Scott Nielsen

(Contact Person)

(Firm/Company)

2773 Rock Creek Drive

(Address)

Port Charlotte FL 33948

(City, State and Zip Code)

For further information concerning this matter, please call:

Scott Nielsen

(Name of Contact Person)

at (941) 764-1662

(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

**Certificate of Merger
For
Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

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>
Global Atlantic 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>
Global Atlantic Group LLC	Florida	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.

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:

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:

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:

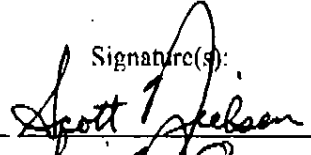
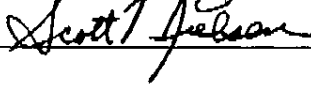
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
Global Atlantic Group LLC		Scott Nielsen
Global Atlantic LLC		Scott Nielsen

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, FLORIDA

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>
Global Atlantic 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>
Global Atlantic Group LLC	Florida	Limited Liability Company
_____	_____	_____

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

Global Atlantic LLC (of Delaware) will merge with the Global Atlantic Group LLC (of Florida), and will exchange 100% of its assets, liabilities, interests, and rights to Global Atlantic Group LLC in exchange for 50% of the shares of the surviving company. The Managing members of the surviving company will remain unchanged

(Attach additional sheet if necessary)

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:

The new shares Global Atlantic LLC receives from the surviving company will then be provided to the individual current members of the former Global Atlantic LLC in the same proportion and percentage as they were held by each Member previously. No member shall become individually liable for any debts or obligations of the surviving company and shall also not have the right to demand the return of his or its contribution of capital except as provided in the company's regulations or operating agreement, if any, then in existence.

(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:

During the life of a member, no interests or shares may be sold, assigned or pledged to any other third party without first obtaining written permission from Global Atlantic Group LLC and if so obtained, without then also first offering such shares or interests to Global Atlantic Group LLC and each of its existing members first, under the same terms and conditions. In the event of an involuntary conversion of shares or interests of a member by a court proceeding or legal process (other than death), the acquiring party will not be eligible for any voting privileges, and may only share in the proportional profits or losses of such shares as determined periodically by the managing members of Global Atlantic LLC, and such third party may NOT act as a managing member of the company, except under written consent of 100% of ALL other existing members (excluding the new third party member)

In the event of the death of a member, all shares or interests held by that member shall be distributed to each of the additional remaining members, in proportion to the percentage of remaining shares that each surviving member holds at the time of such death.

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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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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