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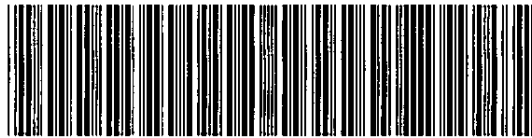
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

S. HAWKES

AUG 14 2009

EXAMINER



ARCHER & GREINER, P.C.
ATTORNEYS AT LAW

VISHAL S. PETIGARA
LL.M. in Taxation

*Also member of New York and
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August 11, 2009

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Melick Group, LLC
Articles of Organization and Certificate of Merger
Our File No.: MEL040.00401

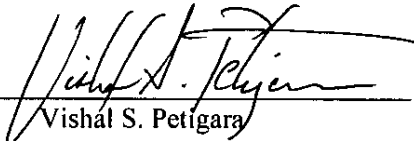
Dear Sir or Madam:

Enclosed please find for filing: (i) the Articles of Organization for The Melick Group, LLC; and (ii) the Certificate of Merger for The Melick Group, LLC. Please file first the Articles of Organization, and then the Certificate of Merger, as the New Jersey limited liability company is being merged with and into the Florida limited liability company, with the Florida limited liability company as the surviving entity.

Please return a copy of the filed Articles of Organization and the Certificate of Merger stamped "filed" to my attention in the self-addressed return envelope, enclosed for your convenience. The fees for filing the documents totaling \$175.00 are also enclosed herein. If you have any questions concerning this matter, please do not hesitate to call me at the above number.

Very truly yours,

ARCHER & GREINER
A Professional Corporation

By: 
Vishal S. Petigara

VSP/mdc
Enclosure

cc: Robert Egan, Esq.
Ralph Melick

Certificate of Merger
of
The Melick Group, LLC, a New Jersey Limited Liability Company,
With and into
The Melick Group, LLC, a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge The Melick Group, LLC, a New Jersey Limited Liability Company ("Disappearing Co."), and The Melick Group, LLC, a Florida Limited Liability Company ("Surviving Co."), in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

| <u>Name:</u> | <u>Type:</u> | <u>Jurisdiction:</u> |
|-----------------------|---------------------------|----------------------|
| The Melick Group, LLC | Limited Liability Company | Florida |
| The Melick Group, LLC | Limited Liability Company | New Jersey |

SECOND: The exact name, entity type and jurisdiction for the surviving party is: The Melick Group, LLC, a Florida limited liability company.

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by each domestic limited liability company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by the other business entity that is party to the merger in accordance with the applicable laws of the state under which such other business entity is formed.

FIFTH: The effective date of the merger shall be the date of filing of this Certificate of Merger.

[REMAINDER OF PAGE INTENTIONALLY BLANK - SIGNATURES FOLLOW]

[SIGNATURE PAGE - CERTIFICATE OF MERGER]

IN WITNESS WHEREOF, the parties have set their hands on July 30, 2009.

THE MELICK GROUP, LLC, a Florida
limited liability company

By: _____

Ralph Melick
Ralph Melick,
Sole Member

THE MELICK GROUP, LLC, a New Jersey
limited liability company

By: _____

Ralph Melick
Ralph Melick,
Sole Member

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TALLAHASSEE, FLORIDA

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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09 AUG 17 AM 11:30
CLERK OF DISTRICT COURT
STATE OF ARIZONA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is hereby adopted for The Melick Group, LLC, a Florida limited liability company, by the unanimous written consent of its sole member on July 30, 2009, and adopted for The Melick Group, LLC, a New Jersey limited liability company by the unanimous written consent of its sole member on July 30, 2009. This Merger is being effected under this Agreement and Plan of Merger ("Plan") in accordance with §§608.438 *et seq.* of the Florida Limited Liability Company Act (the "FL LLC Act") and Section 42:2B-20 of the New Jersey Limited Liability Company Act (the "NJ LLC Act").

1. The names of the limited liability companies planning to merge are The Melick Group, LLC, a limited liability company organized under the laws of the State of Florida (the "Surviving Company"), and The Melick Group, LLC, a limited liability company organized under the laws of the State of New Jersey (the "Disappearing Company"). The name of the surviving limited liability company into which the Disappearing Company plans to merge is "The Melick Group, LLC", which is organized in Florida.

2. The Disappearing Company and the Surviving Company shall, pursuant to the provisions of the FL LLC Act and the NJ LLC Act, be merged with and into a single limited liability company, at the effective time and date of the merger, and which Surviving Company shall continue to exist under the name "The Melick Group, LLC" pursuant to the provisions of the FL LLC Act. The separate existence of the Disappearing Company shall cease at the effective time and date of the merger in accordance with the NJ LLC Act.

3. The Articles of Organization and the Operating Agreement of the Surviving Company at the effective time and date shall be the Articles of Organization and the Operating Agreement of the Surviving Company and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the FL LLC Act.

4. All of the outstanding membership interest of the Disappearing Company immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be converted into the membership interest of the Surviving Company. The outstanding membership interest of the Surviving Company prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to exist.

5. The Agreement and Plan of Merger of the Disappearing Company with and into the Surviving Company shall have been approved by the sole member of the Disappearing Company in accordance with the provisions of the NJ LLC Act, and the sole member of the Surviving Company in accordance with the provisions of the FL LLC Act.

6. In the event that the Agreement and Plan of Merger shall have been approved by the some member of the Disappearing Company in the manner prescribed by the NJ LLC Act, and in the event that the Agreement and Plan of Merger shall have been approved by the sole member of the Surviving Company in the manner prescribed by the FL LLC Act, the Disappearing Company and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and the State of Florida, and

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that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The sole member of the Disappearing Company and of the Surviving Company, respectively, is authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized representatives as of this 1st day of July, 2002.

THE MELICK GROUP, LLC, a Florida
limited liability company

By: _____

Ralph Melick
Ralph Melick,
Sole Member

THE MELICK GROUP, LLC, a New Jersey
limited liability company

By: _____

Ralph Melick
Ralph Melick,
Sole Member

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