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Myra P. Mahoney

954-563-1095

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Victory 60, LLC**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$68.75

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**EXAMINER**

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**CERTIFICATE OF MERGER  
OF  
ALL FOR ONE CORP.  
A DELAWARE CORPORATION  
WITH AND INTO  
VICTORY 60, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following entities in accordance with 608.4382 Florida Statutes:

FIRST: The name of the surviving limited liability company is VICTORY 60, LLC, a Florida limited liability company ("Victory 60"), and the name of the corporation being merged into this surviving limited liability company is ALL FOR ONE CORP., a Delaware corporation ("AFO").

SECOND: The name of the surviving limited liability company is VICTORY 60, LLC.

THIRD: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the managing members of Victory 60 and the sole director and all of the stockholders of AFO.

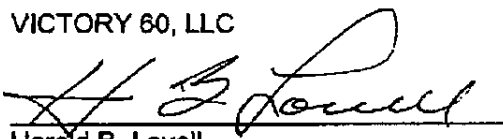
FOURTH: The merger is to become effective upon filing of a Certificate of Merger and Cancellation with the Delaware Secretary of State. At the Effective Date, each share of common stock of AFO immediately outstanding prior to the Merger, shall by virtue of the Merger and without any further additional action on the part of AFO or Victory 60 be canceled and all of the membership interests in Victory 60 existing immediately prior to the Effective Date shall remain the outstanding membership interests of Victory 60 following the Merger.

FIFTH: The Agreement of Merger is on file at the place of business of Victory 60.

SIXTH: A copy of the Agreement of Merger will be furnished by Victory 60 on request, without cost, to any member of Victory 60 or any stock holder of AFO.

IN WITNESS WHEREOF, VICTORY 60, LLC has caused this Certificate of Merger to be signed by its Managing Member this December 24, 2009.

VICTORY 60, LLC



Harold B. Lovell  
Managing Member and  
Authorized Representative of the Members

## AGREEMENT AND PLAN OF MERGER

24 This Agreement and Plan of Merger (the "Agreement") is entered into this December 24, 2009 by and between Victory 60, LLC, a Florida limited liability company ("Victory 60") and All For One AFO, a Delaware corporation ("AFO"). In consideration of the premises and of mutual agreements, the parties agree as follows:

1) The Merger. Upon the filing (the "Effective Date") of a Certificate of Merger and Cancellation with the Secretary of State of Delaware and a simultaneous filing of Certificate of Merger with the Secretary of State of Florida:

a) AFO shall be merged with and into Victory 60 (the "Merger") in accordance with Delaware General Corporation Law and 608.4382 Florida Statutes.

b) Victory 60 shall be the surviving entity (hereinafter referred to as the "Surviving Company").

c) The identity, existence, powers, rights, privileges, properties, assets and interests of Victory 60 shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Company.

d) The identity and separate existence of AFO shall cease and all of the powers, rights, privileges, properties, assets and interests vested in AFO, including but not limited to, that certain Hatteras Sportfish Convertible bearing Hull No. DL514456, shall by virtue of the Merger and without any other instrument, be vested in the Surviving Company.

e) Victory 60 assumes liability for all contracts, deeds of trust, indentures, debts, obligations of any kind, liabilities and duties incurred by AFO and all shall, on and after the Effective Date, attach to Victory 60 and be enforceable against it and its properties to same extent as if incurred or contracted by it.

2) Operating Agreement; Members and Managers. From and after the Effective Date until amended as provided by law, the Operating Agreement of the Surviving Company, as amended, shall be the Operating Agreement of the Surviving Company and the managers and any officers of Victory 60 immediately prior to the Merger shall be the managers and officers of the Surviving Company.

3) Stock Conversion. At the Effective Date, each share of common stock of AFO immediately outstanding prior to the Merger, shall by virtue of the Merger and without any further additional action on the part of AFO or Victory 60 be canceled and all of the membership interests in Victory 60 existing immediately prior to the Effective Date shall remain the outstanding membership interests of Victory 60 following the Merger.

4) Conditions to Merger. The Merger shall have been duly authorized by AFO and Victory 60 prior to filing the Certificate of Merger and Cancellation with the Secretary of State of Delaware.

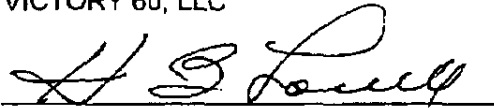
5) Expenses. Victory 60 shall pay all expenses and stamp taxes incident to carrying this Agreement into effect.

6) Counterparts; Facsimile/PDF Signatures. This Agreement may be executed

in two or more counterparts, and by facsimile signatures or portable document format (.pdf or similar format), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be signed in their respective names by their respective officers and managers as of day and year first written above.

VICTORY 60, LLC

A handwritten signature in dark ink, appearing to read "H B Lovell", is written over a horizontal line.

Harold B. Lovell  
Managing Member and  
Authorized Representative of the Members

ALL FOR ONE CORP.

A handwritten signature in dark ink, appearing to read "H B Lovell", is written over a horizontal line.

Harold B. Lovell  
President