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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VMG Merger 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:

Thomas L. Driscoll

Contact Person

Thomas L. Driscoll, Attorney at Law

Firm/Company

2002 3rd Street, #114

Address

San Francisco, CA 94107

City, State and Zip Code

tldriscoll@tld3.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas L. Driscoll

Name of Contact Person

at (415)

281-0900

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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SECRETARY OF STATE
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>
VMG Ventures, LLC	California	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>
VMG Merger 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:

December 31, 2009

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: _____

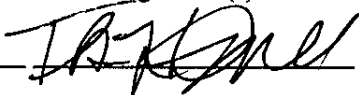
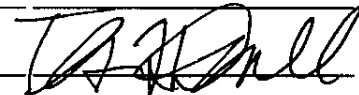
Mailing address: _____

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TALLAHASSEE, FLORIDA

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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:
VMG Ventures, LLC		Thomas L. Driscoll
		VP & Secretary
VMG Merger LLC		Thomas L. Driscoll
		VP & Secretary

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

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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>
VMG Ventures, LLC	California	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>
VMG Merger LLC	Florida	Limited Liability Company

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

- 1 - VMG Ventures, LLC ("Merging LLC") owns 100% of the units of
VMG Merger LLC ("Surviving LLC"). Merging LLC shall be merged into
Surviving LLC.
- 2 - Merging LLC shall from time to time, as and when requested, execute and
deliver all such documents and instruments and take all such action necessary or
reasonable to evidence or carry out this merger.
- 3 - The effect of the merger is as prescribed by law.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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:

1 - Each outstanding unit of Merging LLC shall be converted into one (1) unit of
Surviving LLC.

2 - The outstanding units of Surviving LLC shall remain outstanding and are
not affected by the merger.

(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:

Not Applicable

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not Applicable

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TALLAHASSEE, FLORIDA

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(Attach additional sheet if necessary)

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

1 - The effective date of this merger shall be December 31, 2009

2 - ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION of

VMG Merger LLC are attached hereto, changing the name of this LLC to:

"VMG Ventures, LLC"

(Attach additional sheet if necessary)