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TALLAHASSEE, FLORIDA

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CLINE

JUN 28 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ANNAH BROWN & ASSOCIATES 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:

Andrew Boxberger

Contact Person

Carson Boxberger LLP

Firm/Company

1400 One Summit Square

Address

Fort Wayne, IN 46802

City, State and Zip Code

aboxberger@boxberger.com

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

For further information concerning this matter, please call:

Andrew Boxberger

at (260)

423 - 9411

Name of Contact Person

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

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TALLAHASSEE, FLORIDA

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1400 ONE SUMMIT SQUARE
FORT WAYNE, IN 46802-3173
PHO (260) 423-9411 FAX (260) 423-4329
CARSONBOXBERGER.COM

John E. Frank
frank@carsonboxberger.com

June 22, 2012

FEDERAL EXPRESS

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

Re: Annah Brown & Associates LLC

Dear Sir or Madam:

Enclosed are the original and one copy of Certificate of Merger for Annah Brown & Associates LLC, a Florida limited liability company. Also enclosed is our check in the amount of \$55 (i.e., \$25 for the filing fee and \$30 for a certified copy).

After filing, please return the certified copy of the Certificate of Merger in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions or concerns, please contact me using the information provided above.

Very truly yours,

CARSON BOXBERGER LLP

John E. Frank

JEF/dkm
Enclosures

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2612 JUN 25 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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>
Annah Brown & Associates LLC	Florida	LLC
<u>210-44481</u>		

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>
Annah Brown & Associates LLC	Indiana	LLC

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.

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OF FLORIDA
TALLAHASSEE, FLORIDA

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:

Annah Brown & Associates LLC

6809 Covington Creek Trail

Fort Wayne, IN 46804

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: 6809 Covington Creek Trail

Fort Wayne, IN 46804

Mailing address: 6809 Covington Creek Trail

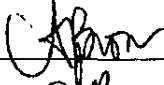
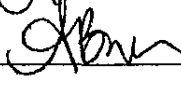
Fort Wayne, IN 46804

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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:
Annah Brown & Associates LLC		Annah Brown
Annah Brown & Associates LLC		Annah Brown

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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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PLAN OF MERGER OF ANNAH BROWN & ASSOCIATES LLC (FLORIDA)
AND ANNAH BROWN & ASSOCIATES LLC (INDIANA)

RECITALS

- A. The Merging LLC is a Limited Liability Company organized and existing under the laws of the State of Florida.
- B. The Surviving LLC is a Limited Liability Company organized and existing under the laws of the State of Indiana.
- C. The Merging LLC and the Surviving LLC entered into a Plan of Merger on June 10, 2012 ("**Merger Agreement**"), deeming it advisable and in the best interests of the Merging LLC, the Surviving LLC, and their respective members that the Merging LLC be merged with and into the Surviving LLC, pursuant to the terms and conditions of the Merger Agreement, as authorized by the laws of the State of Indiana and the State of Florida.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Parties: The name of the Merging LLC is Annah Brown & Associates LLC, a Florida Limited Liability Company ("**Merging LLC**"). The name of the Surviving LLC is Annah Brown & Associates LLC, an Indiana Limited Liability Company ("**Surviving LLC**").
2. Terms and Conditions of Merger: As of the Effective Time, as defined below, and upon the terms and subject to the conditions of the Indiana Business Flexibility Act, the Florida Limited Liability Company Act, and the Merger Agreement, the Merging LLC shall be merged with and into the Surviving LLC ("**Merger**"), the separate corporate existence of the Merging LLC shall cease, and the Surviving LLC shall continue as the surviving Limited Liability Company.
3. Effective Time: The Merger shall become effective at such time as the Articles of Merger are filed with both the Secretary of State of Indiana and the Secretary of State of Florida ("**Effective Time**").

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TREASURER
FLORIDA

4. Conversion of Units: As a result of the Merger and without any action on the part of any party to the Merger, all units of the Merging LLC shall be cancelled, leaving just the units of the Surviving LLC. In addition, the sole Member of the Merging LLC shall be the sole Member of the Surviving LLC, leaving the same person intact as the sole Member of the Surviving LLC.

5. Articles of Organization of Surviving LLC: At the Effective Time, the Articles of Organization of the Merging LLC shall be the Articles of Organization of the Surviving LLC until amended in accordance with applicable law.

6. Operating Agreement of Surviving LLC: At the Effective Time, the Operating Agreement, if any, of the Merging LLC shall be the Operating Agreement, if any, of the Surviving LLC until amended in accordance with applicable law.

7. Managers: At the Effective Time, the manager of the Merging LLC shall be the manager of the Surviving LLC, holding identical offices until such terms are expired in accordance with the Surviving LLC's Operating Agreement, if any.

IN WITNESS WHEREOF, the Merging LLC and Surviving LLC have executed this Merger Agreement by their duly authorized Managers on this 10th day of June, 2012.

Each Manager executing this document verifies and affirms that he or she has full corporate authority to execute and sign this Merger Agreement on behalf of each respective company, and that all proper approvals have been obtained in accordance with the requirements of the laws of the State of Indiana and the State of Florida.

Annah Brown & Associates LLC (Florida)

Annah Brown & Associates LLC (Indiana)


Annah Brown, Manager

"MERGING LLC"


Annah Brown, Manager

"SURVIVING LLC"

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CLERK OF SUPERIOR COURT
INDIANAPOLIS, INDIANA