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Florida Department of State  
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Account Number : 075410001517  
Phone : (561) 833-7700  
Fax Number : (561) 655-8719

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: michael @ circular - logic . com

MERGER OR SHARE EXCHANGE  
CIRCULAR LOGIC, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	06
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80.00

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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2010 JUN 10 AM 8:00  
TALLAHASSEE, FLORIDA

10 JUN 10 AM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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>
CIRCULAR LOGIC, L.L.C.	FLORIDA	Limited Liability Company L10-61903
CIRCULAR LOGIC, L.L.C.	CONNECTICUT	Limited Liability Company 1199-1519

**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>
CIRCULAR LOGIC, L.L.C.	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.

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**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: \_\_\_\_\_

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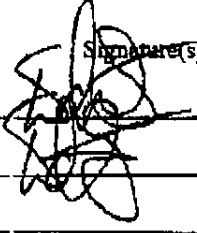
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CIRCULAR LOGIC, L.L.C.		Edward Large III, Manager
CIRCULAR LOGIC, L.L.C.		Edward Large III, Manager

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

OF

CIRCULAR LOGIC, L.L.C.  
(a Connecticut limited liability company)

AND

CIRCULAR LOGIC, L.L.C.  
(a Florida limited liability company)

This PLAN OF MERGER (hereinafter called this "Plan"), dated as of June 9, 2010, between CIRCULAR LOGIC, L.L.C., a Connecticut limited liability company (the "Merging Company"), and CIRCULAR LOGIC, L.L.C., a Florida limited liability company (the "Surviving Company"), collectively with the Merging Company, the "Companies").

WHEREAS Merging Company is a limited liability company organized under the laws of the State of Connecticut with its principal place of business located at 399 NW 7<sup>th</sup> Avenue, Boca Raton, Florida 33486; and

WHEREAS Surviving Company is a limited liability company organized under the laws of the State of Florida with its principal place of business located at 399 NW 7<sup>th</sup> Avenue, Boca Raton, Florida 33486; and

WHEREAS the Companies desire to merge under and pursuant to the applicable provisions of the laws of the State of Connecticut and the State of Florida which respective laws permit such a merger; and

WHEREAS the members of Merging Company and the members of Surviving Company have determined that it is in the best interest of each of the Companies to merge and such members have duly approved and authorized the execution and delivery of this Plan; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

## I. THE MERGER: EFFECTIVE TIME

Section 1.1 The Merger. Subject to the terms and conditions contained in this Plan, at the Effective Time (as defined in Section 1.2) Merging Company shall be merged with and into Surviving Company and the separate existence of Merging Company shall thereupon cease (the "Merger"). Surviving Company shall be the surviving entity in the Merger and shall continue to be governed by the laws of the State of Florida, and the separate company existence of Surviving Company with all its rights, privileges, powers, immunities, purposes and franchises shall continue unaffected by the Merger.

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Section 1.2 Effective Time. The Merger shall become effective at the time (the "Effective Time") of the filing of the Articles of Merger in accordance with the Florida Limited Liability Company Act or the time of the filing of the Articles of Merger in accordance with the Connecticut Limited Liability Company Act, whichever shall occur later, or at such later time which the parties hereto shall have agreed upon and designated in such filings as the effective time of the Merger.

## II. ARTICLES OF ORGANIZATION OF THE SURVIVING COMPANY

Section 2.1 Articles of Organization. The Articles of Organization of Surviving Company, as so amended at the Effective Time, shall be the Articles of Organization of the Surviving Company, until duly amended in accordance with its terms and the Florida Limited Liability Company Act. The name of the surviving company shall remain "Circular Logic, L.L.C."

Section 2.2 Unit. The unit(s) of interest of the members shall be as set forth in the Operating Agreement of the Surviving Company.

## III. DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

The members of the Board of Managers of the Surviving Company shall be as set forth in the Operating Agreement of the Surviving Company.

## IV. CANCELLATION OF MEMBER INTERESTS IN THE MERGER

At the Effective Time, each unit of member interests of Merging Company outstanding immediately prior to the Effective Time, shall by virtue of the Merger and without the surrender of certificates or any other action by the holder of such member interests, be cancelled.

## V. TERMINATION AND AMENDMENT

Section 5.1 Termination by Mutual Consent. This Plan may be terminated and the Merger may be abandoned at any time prior to the Effective Time, before or after the approval of this Plan by the holders of member interests of Merging Company, or by the mutual consent of the Companies by action of their respective Members.

Section 5.2 Effect of Termination and Abandonment. In the event of termination of this Plan and abandonment of the Merger pursuant to this Article V, no party hereto (or any of its directors, officers or members) shall have any liability or further obligation to any other party to this Plan, except that nothing herein will relieve any party from liability for any breach of this Plan.

Section 5.3 Amendment. The Board of Managers and Members of each Company may amend this Plan at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Connecticut and the Articles of Merger with the Secretary of State of the

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State of Florida, provided that an amendment made subsequent to the adoption of this Plan by the Board of Managers or Members of either of the Companies shall not, without further approval by the Board of Managers or Members, (i) alter or change the amount or kind of units, securities, and/or rights to be received by Merging Company members in exchange for or on conversion of all or any of their member interests of Merging Company; (ii) alter or change any term of the Articles of Organization of the Surviving Company to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the members of Merging Company. This Plan shall not be modified or amended except pursuant to an instrument in writing executed and delivered on behalf of each of the parties hereto.

#### VI. RULE 145 REPRESENTATION

The sole purpose of this Merger is to change the domicile of Merging Company within the United States of America, to which the securities of the Surviving Company into which the member interests outstanding of Merging Company are being converted are substantially identical to each other. Accordingly, the Merger shall not be deemed to involve the offer or sale of a security under authority of Rule 145(a)(2) of the Securities and Exchange Commission.

#### VII. MISCELLANEOUS AND GENERAL

Section 7.1 Counterparts. For the convenience of the parties hereto, this Plan may be executed in counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

Section 7.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

Section 7.3 Entire Plan, etc. This Plan (a) constitutes the entire agreement, and supersedes all other prior agreements and understanding, both written and oral, among the parties, with respect to the subject matter hereof, (b) is not intended to confer upon any person other than the parties hereto any rights or remedies hereunder, and (c) shall not be assignable by operation of law or otherwise.

Section 7.4 Captions. The captions and headings used herein are for convenience of reference only, do not constitute part of this Plan and shall not be deemed to limit or otherwise affect any of the provisions hereof.

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