

L1000079812

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MERGER OR SHARE EXCHANGE MASK GROUP, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**AGREEMENT, PLAN AND CERTIFICATE OF MERGER**

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of July 30, 2010, among MASK GROUP, L.L.C., a Florida limited liability company ("MASK-FL"), and MASK GROUP, L.L.C., a Georgia limited liability company ("MASK-GA"), under the Florida Limited Liability Company Act (the "Florida Act") and the Georgia Limited Liability Company Act (the "Georgia Act").

MASK-FL and MASK-GA agree to and do hereby effect the merger of MASK-GA with and into MASK-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Georgia ID Number</u>	<u>Date of Organization</u>
MASK GROUP, L.L.C.	Florida	L10000079812	NONE	7/30/2010
MASK GROUP, L.L.C.	Georgia	NONE	0104680	1/26/2001

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

MASK GROUP, L.L.C.	Florida	L10000079812
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2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, MASK-GA will cease to exist separately, and will be merged with and into MASK-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Georgia Act and the Florida Act.
- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of MASK-FL prior to the consummation of the Merger.

3. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

- a. The Articles of Organization of MASK-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC.
- b. MASK-FL hereby adopts all of the provisions of the Operating Agreement of MASK-GA (the "Operating Agreement") and such Operating Agreement shall be the Operating Agreement of the Surviving LLC. The Operating Agreement shall be amended as follows:
 - c.
 - i. The effective date of the Operating Agreement shall be as of July 30, 2010.
 - ii. The opening paragraph of the Operating Agreement shall be amended in its entirety to read as follows: "On July 29, 2010, Articles of Organization were signed to create Mask Group, L.L.C. as a Florida limited liability company, and were filed with the Florida Secretary of State on July 30, 2010, in accordance with the Florida Limited Liability Company Act."
 - iii. All references to the State of Georgia and Georgia statutes in general shall be replaced with a reference to the State of Florida and Florida statutes. All references to a specific Georgia statute shall be replaced with a reference to the corresponding specific Florida statute, if any, or otherwise deleted.
 - iv. Section 1.12 of the Operating agreement shall be amended in its entirety to read as follows:

"1.12 Florida Act. The "Florida Act" means the Florida Limited Liability Company Act (FS 608.401-608.705)."
 - v. Section 2.02 shall be amended in its entirety to read as follows:

"2.02 Principal Place of Business, Registered Office & Agent.

 - (a) The Company's principal place of business within the State of Florida is 1211 Gulf of Mexico Drive, Longboat Key, FL 34228,
 - (b) The Company's registered office shall be at the office of its registered agent at 721 First Ave., North, St. Petersburg, FL 33701.
 - (c) The name of the Company's initial registered agent is Harry M. Eisenberg."

The Company may locate its places of business and registered office at any other place or places as the Managers may decide.

Any change of registered office and registered agent shall be submitted to the Florida Secretary of State under the Florida Act and any applicable rules."

- vi. Section 14.2 of the Operating Agreement shall be amended in its entirety to read as follows:

"14.02 Application of Florida Law. This Operating Agreement, and its interpretation, shall be governed exclusively by its terms and by Florida law, beginning specifically with the Florida Act."

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Georgia Secretary of State, pursuant to and in accordance with the Georgia Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") is the later of the date of filing of this Agreement with the Georgia Secretary of State or the Florida Secretary of State Division of Corporations.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Managers and Members of MASK-FL and the Managers and Members of MASK-GA in accordance with the provisions of the Georgia Act and the Florida Act, as is appropriate.

The Surviving LLC will be responsible for all fees and franchise taxes.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at MASK-FL's principal place of business, the address of which is 721 First Avenue North, St. Petersburg, Florida 33701, and upon request and without cost, MASK-FL shall furnish a copy thereof to any member of MASK-GA or MASK-FL.

7. MERGER PERMITTED UNDER GEORGIA AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Georgia and the State of Florida.


8. APPOINTMENT OF GEORGIA SECRETARY OF STATE AS AGENT.

The Georgia Secretary of State is hereby appointed as agent of the Surviving LLC on whom process in the State of Georgia in any action, suit, or proceeding for the enforcement of an obligation of either limited liability company constituent to the Merger may be served. A copy of the process shall be mailed to the Surviving LLC at 721 First Ave., North, St. Petersburg, FL


33701.

INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above.

MASK GROUP, L.L.C., a Florida
limited liability company

By: 
Michael J. Reiner
Its: Authorized Manager

MASK GROUP, L.L.C., a Georgia
limited liability company

By: 
Michael J. Reiner
Its: Authorized Manager

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