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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 5 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Blue Chip Capital, LLC (Florida)

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Clark Smith

Contact Person

Smith Moore Leatherwood LLP

Firm/Company

300 North Greene Street, Suite 1400

Address

Greensboro, North Carolina 27401

City, State and Zip Code

clark.smith@smithmoorelaw.com

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

For further information concerning this matter, please call:

Clark Smith

Name of Contact Person

at (336) 378-5442

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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**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>
<u>Blue Chip Capital, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>Blue Chip Capital, LLC</u>	<u>North Carolina</u>	<u>LLC</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>
<u>Blue Chip Capital, LLC</u>	<u>Florida</u>	<u>LLC</u>

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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:

upon filing...

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:

Not applicable

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: Not applicable

Mailing address: Not applicable

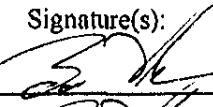

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595,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

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Blue Chip Capital, LLC (FL)</u>		<u>Brian Vickers,</u> <u>Member-Manager</u>
<u>Blue Chip Capital, LLC (NC)</u>		<u>Brian Vickers,</u> <u>Member-Manager</u>

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

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>
Blue Chip Capital, LLC	Florida	LLC
Blue Chip Capital, LLC	North Carolina	LLC

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>
Blue Chip Capital, LLC	Florida	LLC

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

All assets and liabilities of Blue Chip Capital, LLC (NC)
are transferred and assumed by Blue Chip Capital, LLC (FL).

(Attach additional sheet if necessary)

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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:

Brian Vickers is the sole member-manager and 100% owner
of Blue Chip Capital, LLC (NC) and will be the sole
member-manager and 100% owner of the surviving entity,
Blue Chip Capital, LLC (Florida).

(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)

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

To the fullest extent permitted by the Florida Limited
Liability Company Act as it exists or may hereafter be
amended, no person who is serving or who has served as a
manager of the surviving limited liability company shall
be personally liable to the limited liability company or
any of its members for monetary damages for breach of duty
as a manager. No amendment or repeal of this provision, nor
the adoption of any provision inconsistent with this, shall
eliminate or reduce the protection granted herein with respect
(Attach additional sheet if necessary)
to any matter that occurred prior to such amendment, repeal
or adoption.

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

Not applicable

(Attach additional sheet if necessary)

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