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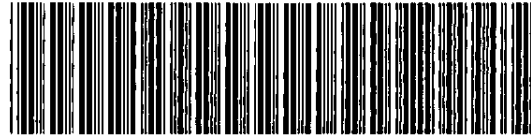
Special Instructions to Filing Officer:

A. LUNT

JUL 21 2011

EXAMINER

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2011 JUL 20 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FBC OF BREVARD, 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:

CURTIS R. MOSLEY, ESQ.

Contact Person

MOSLEY & WALLIS, P.A.

Firm/Company

1221 E. NEW HAVEN AVE.

Address

MELBOURNE, FL 32901

City, State and Zip Code

howard.zetley@zmgmtinc.com

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

For further information concerning this matter, please call:

JIM PHILLIPS

Name of Contact Person

at (414)

287-9522

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

FILED
2011 JUL 20 PM 2:20
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

The following Certificate of Merger submitted to merge the following Florida Limited Liability Company 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>
FBC OF BREVARD, LLC	Florida	Limited Liability Company
FBC OF BREVARD, INC.	Florida	Corporation for profit

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>
FBC OF BREVARD, LLC	Florida	Limited Liability Company

THIRD: The plan of merger attached as Exhibit "A" was approved by FBC of Brevard, LLC and FBC of Brevard, Inc., the parties to the merger, in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes, under which each of the parties to the merger were formed or incorporated.


FOURTH: The effective date of the merger is the date this document is filed by the Florida Department of State.

FIFTH: The survivor was formed under the laws of the State of Florida.

SIXTH: The surviving party is not an out-of-state entity.

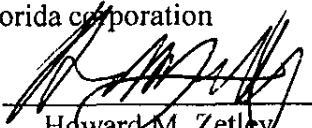
In witness whereof, the parties hereto have caused this instrument to be executed and delivered by the respective officers or members thereunto duly authorized and have intended the same to be and to become effective as of the date indicated below.

FBC OF BREVARD, LLC
a Florida limited liability company

By: 
Marvin Zetley
Its: Managing Member

Date: June 22, 2011

FBC OF BREVARD, INC.
a Florida corporation

By: 
Howard M. Zetley
Its: President

Date: June 22, 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

PLAN OF MERGER
merging
FBC OF BREVARD, INC.
(a Florida corporation)
with and into
FBC OF BREVARD, LLC
(a Florida limited liability company)

THIS PLAN OF MERGER is made as of the date set forth below by and between FBC of Brevard, Inc., a Florida corporation ("Inc."), and FBC of Brevard, LLC, a Florida limited liability company ("LLC" or the "Surviving Company"), said entities being hereinafter sometimes referred to jointly as the "Constituent Entities."

1. Inc. shall merge with and into LLC (the "Merger") and the Surviving Company shall exist by virtue and under the laws of the State of Florida. The limited liability company identity, existence, purpose, powers, franchises, rights and immunities of LLC shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of Inc. shall be merged with and into the Surviving Company, and the Surviving Company shall be fully vested therewith. The separate existence of Inc., except insofar as it may be continued by reason of Florida law, shall cease upon the Merger becoming effective and thereupon Inc. and the Surviving Company shall become a single company.
2. At the Effective Time (as defined below), the Articles of Organization of LLC, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company.
3. At the Effective Time, the Operating Agreement of LLC, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Company until otherwise altered, amended or terminated.
4. At the Effective Time and in connection with the Merger, all of the issued and outstanding shares of Inc. shall be deemed cancelled in exchange for a cash payment of One Dollar (\$1.00) per share to the holders of the outstanding stock of Inc. No membership interests or any other consideration of the Surviving Company shall be issued in connection with the Merger. At the Effective Time, each of the issued and outstanding membership interests of LLC shall remain, without any action on the part of the holder thereof, membership interests of the Surviving Company.
5. At the Effective Time, the manager of LLC immediately prior to the Effective Time shall be the manager of the Surviving Company, to hold office in accordance with applicable law and the Operating Agreement of the Surviving Company.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the 22nd day of June, 2011.

FBC OF BREVARD, INC.

By: 

Howard Zetley, President

FBC OF BREVARD, LLC

By: 

Marvin Zetley, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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