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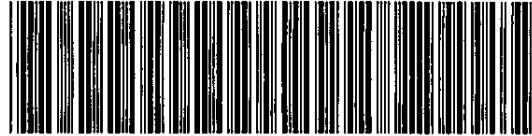
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COMPUTER RESOURCE CENTER, 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:

Timothy J. Conner, Esq.

Contact Person

Conner Bosch Law, P.A.

Firm/Company

4488 N. Oceanshore Blvd.

Address

Palm Coast, Florida 32137

City, State and Zip Code

tjconner@cblpa.com

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

For further information concerning this matter, please call:

Regina Gutierrez

at (386) 445-9322

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER OF TWO OR MORE
FOREIGN ENTITIES INTO
COMPUTER RESOURCE CENTER, LLC
(A Florida Limited Liability Company)

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Act, the undersigned domestic limited liability company and the names foreign entities adopt the following Articles of Merger for the purpose of merging the foreign entities into the domestic limited liability company:

1. The names of the undersigned domestic limited liability company and foreign entities and the States under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Corporation</u>
Computer Resource Center, LLC	Florida
Gardner Administrative Services, LLC	Georgia
NJB Consultants, LLC	Georgia
On Call, LLC	Georgia
Secure Network Services, LLC	Georgia

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2. Computer Resource Center, LLC, as organized under the laws of the State of Florida, is to be the surviving entity.

3. The laws of Georgia which is the State under which the constituent foreign limited liability companies are organized permit merger.

4. The name of the surviving entity is Computer Resource Center, LLC, and it is governed by the laws of the State of Florida.

5. The Plan of Merger attached hereto was approved by the Members and Managers of the undersigned domestic limited liability company in the manner prescribed by the Florida Revised Limited Liability Company Act and was approved by the undersigned foreign companies and the Members and Managers of the foreign companies in the manner prescribed by the laws of the State of Georgia.

6. As to each of the undersigned companies, the Members and Managers voted unanimously to approve the merger.

7. The surviving entity, Computer Resource Center, LLC, is to be governed by the laws of the State of Florida.

COMPUTER RESOURCE CENTER, LLC,
a Florida Limited Liability Company

By: Robert F. Gerace
Robert F. Gerace, Manager

Attest:

Debra J. Gerace
Debra J. Gerace, Secretary

GARDNER ADMINISTRATIVE SERVICES,
LLC,
A Georgia Limited Liability Company

By: Debra J. Gerace
Debra J. Gerace, Manager

Attest:

Debra J. Gerace
Debra J. Gerace, Secretary

NJB CONSULTANTS, LLC,
A Georgia Limited Liability Company

By: Robert F. Gerace
Robert F. Gerace, Manager

Attest:

Robert F. Gerace
Robert F. Gerace, Secretary

ON CALL, LLC,
A Georgia Limited Liability Company

By: Kary J. Perry
Kary J. Perry, Manager


Attest:

Robert F. Gerace
Robert F. Gerace, Secretary



SECURE NETWORK SERVICES, LLC,
A Georgia Limited Liability Company

By: 
Michael A. Perry, Manager

Attest: 
Robert F. Gerace, Secretary

PLAN OF MERGER

WHEREAS, Computer Resource Center, LLC, is a company organized and existing under the laws of the State of Florida, with its principal office at 138 Palm Coast Parkway, NE, Suite 339, Palm Coast, Florida 32137 ("Florida Company"); and

WHEREAS, The Florida Company has 92 authorized Class I Membership Units of which 92 are issued and outstanding; and

WHEREAS, the Florida Company has 8 Units of Class II Membership of which 8 Units are issued and outstanding; and

WHEREAS, Gardner Administrative Services, LLC, is a company organized and existing under the laws of the State of Georgia with its principal office at 285 Elm Street, Suite 301, Cumming, GA 30040 ("Gardner" and collectively "Georgia Companies"); and

WHEREAS, Gardner has 100 authorized Units of Membership of which 100 Units are issued and outstanding; and

WHEREAS, NJB Consultants, LLC, is a company organized and existing under the laws of the State of Georgia with its principal office at 285 Elm Street, Suite 301, Cumming, GA 30040 ("NJB" and collectively "Georgia Companies"); and

WHEREAS, NJB has 100 authorized Units of Membership of which 100 Units are issued and outstanding; and

WHEREAS, On Call, LLC, is a company organized and existing under the laws of the State of Georgia with its principal office at 285 Elm Street, Suite 301, Cumming, GA 30040 ("On Call" and collectively "Georgia Companies"); and

WHEREAS, On Call has 100 authorized Units of Membership of which 100 Units are issued and outstanding; and

WHEREAS, Secure Network Services, LLC, is a company organized and existing under the laws of the State of Georgia with its principal office at 285 Elm Street, Suite 301, Cumming, GA 30040 ("Secure Network" and collectively "Georgia Companies"); and

WHEREAS, Secure Network has 100 authorized Units of Membership of which 100 Units are issued and outstanding; and

WHEREAS, The Managers of the constituent companies deem it desirable and in the best interests of the companies and their Members that the Georgia Companies be merged into the

Florida Company pursuant to the provisions of Sections 605.1021 – 605.1026 of the Florida Revised Limited Liability Company Act.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

SECTION ONE. MERGER. The Georgia Companies shall merge with and into the Florida Company which shall be the surviving entity.

SECTION TWO. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the Georgia Companies shall cease, and the Florida Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Georgia Companies, without the necessity for any separate transfer. The surviving Florida Company shall then be responsible and liable for all liabilities and obligations of the absorbed Georgia Companies, and neither the rights of creditors nor any liens on the property of the Georgia Companies shall be impaired by the merger.

SECTION THREE. CONVERSION OF MEMBERSHIP INTERESTS. The manner and basis of converting the Membership Interests of the Georgia Companies into Membership Interests, rights, obligations, and other interests of the Florida Company is as follows:

(a) Each of the existing Class I Members of Computer Resource Center, LLC, shall Surrender to the Florida Company 3 Membership Units each which shall be converted to Class II Membership Units and each of the existing Class II Members of Computer Resource Center, LLC, shall surrender to the Florida Company 1 Membership Unit each.

(b) Each 49 Units of Membership of On Call issued and outstanding on the effective date of the merger shall be converted into 2 Units of Class II Membership of the Florida Company which Units of Membership of the Florida Company shall then be issued and outstanding.

(b) Each 49 Units of Membership of Secure Network issued and outstanding on the effective date of the merger shall be converted into 1 Unit of Class II Membership of the Florida Company which Units of Membership of the Florida Company shall then be issued and outstanding.

(c) Each 100 Units of Membership of Gardner issued and outstanding on the

effective date of the merger shall be converted into 1 Unit of Class II Membership of the Florida Company which Units of Membership of the Florida Company shall then be issued and outstanding.

(d) Each 100 Units of Membership of NJB issued and outstanding on the effective date of the merger shall be converted into 1 Unit of Class II Membership of the Florida Company which Units of Membership of the Florida Company shall then be issued and outstanding.

(e) However, in no event shall fractional shares of the surviving company be issued. In lieu of the issuance of fractional shares to which any holder of the Membership of the absorbed company would otherwise be entitled as a result of the conversion ("Fractional Share Member"), a payment in cash shall be made equal to the value of such fraction, based on the market value of the Membership Units held by the Fractional Share Member on the effective date of the merger.

(f) The conversion shall be effected as follows: After the effective date of the merger, each Member in the Georgia Companies shall surrender their respective Units of Membership to the Florida Company or its duly appointed agent, in the manner that the Florida Company shall legally require. On receipt of the cancelled Membership Interests, the Florida Company shall issue and exchange certificates for Units of Class II Membership in the Florida Company, representing the number of Units of Membership to which the holder is entitled or a cash payment to a Fractional Share Member as provided above.

SECTION FOUR. ARTICLES OF ORGANIZATION. The Articles of Organization of the Florida Company as presently constituted shall be the Articles of Organization of the surviving entity following the effective date of the merger.

SECTION FIVE. CHANGES IN OPERATING AGREEMENT OF THE SURVIVING ENTITY. The Operation Agreement of the Florida Company as presently constituted shall be its Operation Agreement of the surviving entity following the effective date of the merger.

SECTION SIX. MANAGERS OF THE SURVIVING ENTITY. The Managers of the Florida Company on the effective date of the merger shall continue as the Managers of the surviving entity.

SECTION SEVEN. PROHIBITED TRANSACTIONS. None of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT. APPROVAL BY MEMBERS. This Plan of Merger shall be submitted for the approval of the Members of all of the constituent companies in the manner provided by the applicable laws of the State of Florida and the State of Georgia at meetings to be held at such time as the Managers of the constituent companies may agree.

SECTION NINE. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

Executed on behalf of the Parties by their Managers, sealed with their company seals, and attested by their respective secretaries pursuant to the authorization of their respective Managers on the date first above written.

COMPUTER RESOURCE CENTER, LLC,
a Florida Limited Liability Company

By: Robert F. Gerace

ROBERT F. GERACE, Manager

Attest: Debra J. Gerace

DEBRA J. GERACE, Secretary

GARDNER ADMINISTRATIVE SERVICES,
LLC,
a Georgia Limited Liability Company

By: Debra J. Gerace

DEBRA J. GERACE, Manager

Attest: Debra J. Gerace

DEBRA J. GERACE, Secretary

NJB CONSULTANTS, LLC,
A Georgia Limited Liability Company

By: Robert F. Gerace

ROBERT F. GERACE, Manager

Attest: Robert F. Gerace

ROBERT F. GERACE, Secretary

ON CALL, LLC,
A Georgia Limited Liability Company

By: Kary J. Perry
KARY J. PERRY, Manager

Attest:

Robert F. Gerace
ROBERT F. GERACE, Secretary

SECURE NETWORK SERVICES, LLC,
A Georgia Limited Liability Company

By: Michael A. Perry
MICHAEL A. PERRY, Manager

Attest:

Robert F. Gerace
ROBERT F. GERACE, Secretary