

L11000108495

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(Address)

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DIVISION OF CORPORATIONS
12 JUN - 4 PM 3:42

JUN - 5 2012
T. HAMPTON



WILLIAMS MULLEN

Direct Dial: 202.293.8143
bnowak@williamsmullen.com

May 18, 2012

VIA OVERNIGHT FED EX

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

Re: Merger of The Georgetowne Group LLC, a Maryland limited liability company,
with and into The Georgetowne Group LLC, a Florida limited liability company

Dear Sir or Madam:

Enclosed for immediate filing are the Articles and Certificate of Merger to effect the merger of The Georgetowne Group LLC, a Maryland limited liability company, with and into The Georgetown Group LLC, a Florida limited liability company. Also enclosed is a check in the amount of \$55.00, made payable to the "Florida Department of State," in payment of the filing fee (\$25) and certified copy of record (\$30).

Please date stamp the enclosed photocopy of the Articles of Merger and return it to me in the enclosed postage-paid envelope to evidence your receipt and filing.

If you have any questions, please do not hesitate to call me at (202) 293-8143.

Sincerely,

Bradley J. Nowak

Enclosures

cc: Robert A. Burich
Thomas B. McVey

18189838_1 DOC



WILLIAMS MULLEN

BRADLEY J. NOWAK
Direct Dial: 202.293.8143
bnowak@williamsmullen.com

May 30, 2012

VIA U.S. MAIL

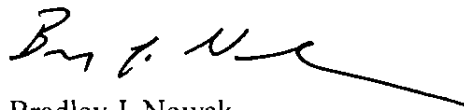
Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: The Georgetowne Group LLC (Reference Number: L11000108495)

Dear Sir or Madam:

Enclosed please find a check made payable to the Florida Department of State in the amount of \$25, the balance due to complete the merger of The Georgetowne Group LLC, a Maryland limited liability, into The Georgetowne Group LLC, a Florida limited liability company. Also enclosed is a copy of the letter sent by Tammy Hampton, Regulatory Specialist II, on May 22, 2012 (letter number 612A00014989). If you have any questions, please do not hesitate to call me at (202) 293-8143.

Sincerely,



Bradley J. Nowak

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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11 JUN -4 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 2012

BRADLEY J NOWAK
WILLIAMS MULLEN
1666 K ST - STE 1200
WASHINGTON, DC 20006

SUBJECT: THE GEORGETOWNE GROUP LLC
Ref. Number: L11000108495

We have received your document for THE GEORGETOWNE GROUP LLC and check(s) totaling \$55.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist II

Letter Number: 612A00014989

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER
AND
CERTIFICATE OF MERGER**

**THE GEORGETOWNE GROUP LLC,
A MARYLAND LIMITED LIABILITY COMPANY**

WITH AND INTO

**THE GEORGETOWNE GROUP LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

- 11000108495

Pursuant to Section 608.4382 of the Florida Statutes and Title 4A, Subtitle 7 of the Maryland Code, The Georgetowne Group LLC, a limited liability company organized under the laws of Florida (the "Surviving Limited Liability Company"), and The Georgetowne Group LLC, a limited liability company organized under the laws of Maryland (the "Merging Limited Liability Company") hereby submits these Articles of Merger for the purpose of the merger of the Merging Limited Liability Company into the Surviving Limited Liability Company:

ARTICLE I

A copy of the Plan and Agreement of Merger is attached hereto as Exhibit A. Both the Surviving Limited Liability Company and the Merging Limited Liability Company have agreed to the merger.

ARTICLE II

The Surviving Limited Liability Company, The Georgetowne Group LLC, a Florida limited liability company, is duly organized under the laws of Florida, the Merging Limited Liability Company, The Georgetowne Group LLC, a Maryland limited liability company, is duly organized under the laws of Maryland.

ARTICLE III

The Surviving Limited Liability Company, The Georgetowne Group LLC, a Florida limited liability company, was formed on September 21, 2011 under the laws of Florida. The Merging Limited Liability Company, The Georgetowne Group LLC, a Maryland limited liability company, was formed on December 9, 2003.

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ARTICLE IV

The Merging Limited Liability Company has a principal office in Montgomery County, Maryland. The Surviving Limited Liability Company does not have a principal office in Maryland.

ARTICLE V

The Merging Limited Liability Company does not own any interest in land located in the State of Maryland. The Merging Limited Liability Company does not own any interest in land located in the State of Florida. The Surviving Limited Liability Company's principal office in Florida is located at 1851 Crayton Road, Naples, Florida 34102, in the County of Collier. The Surviving Limited Liability Company does not conduct business in Maryland. The Surviving Liability Company (i) agrees that it may be served with process in Maryland in any action, suit, or proceeding for the enforcement of any obligation of the Merging Limited Liability Company that arose before the merger; (ii) irrevocably appoints the Maryland Department of Assessments and Taxation (the "Department") as its agent to accept service of process in any such action, suit, or proceeding; and (iii) specifies that it will accept a copy of such process from the Department at the Surviving Limited Liability Company's registered agent, the name and address of which is specified in this Article V. The Surviving Limited Liability Company's registered agent is Susan A. Burich, a resident of Florida, and the registered address is 1851 Crayton Road, Naples, Florida 34102.

ARTICLE VI

The Plan and Agreement of Merger set forth herein were advised, authorized and approved by the Surviving Limited Liability Company and the Merging Limited Liability Company, in the manner and by vote required in their articles of organization and Operating Agreements and the laws of the place each limited liability company was organized, and in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, by unanimous approval of its members.

ARTICLE VII

The Merger is authorized under Florida law and Maryland law, the Surviving Limited Liability Company has complied with Florida law and the Merging Limited Liability Company has complied with Maryland law.

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ARTICLE VIII

The Merging Limited Liability Company has one hundred percent (100%) membership interests in one class of membership and the Surviving Limited Liability Company has one hundred percent (100%) membership interests in one class of membership.

ARTICLE IX

The Members of the Merging Limited Liability Company shall receive one hundred percent (100%) of the membership interest in the Surviving Limited Liability Company.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger are duly executed, as of May __, 2012, on behalf of the Surviving Limited Liability Company and the Merging Limited Liability Company, in each case by its sole Member, who acknowledges these Articles of Merger to be the act of the Surviving Limited Liability Company and the Merging Limited Liability Company, as applicable, and who states under the penalties for perjury that the matters and facts set forth herein are true in all material respects to the best of her knowledge, information and belief.

SURVIVING LIMITED LIABILITY:
COMPANY:

THE GEORGETOWNE GROUP LLC,
a Florida limited liability company

By: Susan A. Burich
Susan A. Burich, Member

MERGING LIMITED LIABILITY
COMPANY:

THE GEORGETOWNE GROUP LLC,
a Maryland limited liability company

By: Susan A. Burich
Susan A. Burich, Member

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EXHIBIT A

Plan and Agreement of Merger

[Attached]

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AGREEMENT AND PLAN OF MERGER

BETWEEN

THE GEORGETOWNE GROUP LLC,
a Florida limited liability company

AND

THE GEORGETOWNE GROUP LLC,
a Maryland limited liability company

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ARTICLE I

The parties to this Agreement and Plan of Merger are The Georgetowne Group LLC, a Florida limited liability company (the "Surviving Limited Liability Company") and The Georgetowne Group LLC, a Maryland limited liability company (the "Merging Limited Liability Company").

ARTICLE II

The Merging Limited Liability, pursuant to the provisions of the laws of the State of Florida and the provisions of Section 608.438 of the Florida Statutes and Title 4A, Subtitle 7 of the Maryland Code, shall be merged with and into the Surviving Limited Liability Company (the "Merger"). The separate existence of the Merging Limited Liability Company shall cease at the effective time and date of the Merger. The Surviving Limited Liability Company shall retain the Taxpayer Identification Number of the Merging Limited Liability Company.

ARTICLE III

The present Articles of Organization of the Surviving Limited Liability Company shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the applicable provisions of the Florida Statutes.

ARTICLE IV

On the effective date and time of the Merger, the separate existence of the Merging Limited Liability Company will cease and the Surviving Limited Liability Company shall succeed to all of the properties, rights and other assets of the Merging Limited Liability Company and shall be subject to all of the liabilities of Merging Limited Liability Company without further action by either party.

ARTICLE V

The Sole Member of the Merging Limited Liability Company and the Sole Member of the Surviving Limited Liability Company, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the Merger.

ARTICLE VI

If at any time the Sole Member of the Surviving Limited Liability Company determines that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement and Plan of Merger, then the Sole Member of the Surviving Limited Liability Company and/or the Members and Manager of the Merging Limited Liability Company, as the case may be, shall execute such conveyances or documents, or take such action as of the effective date of the Merger.

ARTICLE VII

The effective date of the Merger shall be the ____ day of May, 2012.

[SIGNATURE PAGE FOLLOWS]

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12 JUN -4 PM 3:12

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective Sole Members, hereunto duly authorized.

THE GEORGETOWNE GROUP LLC,
a Florida limited liability company

By: Susan A. Burich
Susan A. Burich, Member

THE GEORGETOWNE GROUP LLC,
a Maryland limited liability company

By: Susan A. Burich
Susan A. Burich, Member

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