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MERGER OR SHARE EXCHANGE
FL MSCM, L.L.C.

Certificate of Status	0
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12 APR 12 AM 8:10
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**CERTIFICATE OF MERGER
OF
MAIN STREET COURT MANAGEMENT, L.L.C.
a Mississippi limited liability company,
with and into
FL MSCM, L.L.C.
a Florida limited liability company**

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes, and Section 79-29-225 of the Revised Mississippi Limited Liability Company Act - 2010.

Article 1. Merging Entity. The name, street address of its principal office, jurisdiction, and entity type of the merging entity (the "Merging Entity") are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Main Street Court Management, L.L.C. 701 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082	Mississippi	Limited Liability Company

Article 2. Surviving Entity. The name, street address of its principal office, jurisdiction, and entity type for the surviving entity (the "Surviving Entity") are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FL MSCM, L.L.C. 701 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082	Florida	Limited Liability Company

Article 3. Surviving Entity Articles of Organization. The Articles of Organization of the Surviving Entity as in effect on the date hereof shall from and after the Effective Date be amended by deleting Article I thereof in its entirety and replacing it as follows:

"ARTICLE I - NAME

The name of this limited liability company (the "Company") is **MAIN
STREET COURT MANAGEMENT, L.L.C."**

The Articles of Organization of the Surviving Entity, as so amended, shall continue to be the Articles of Organization of the Surviving Entity until further changed, amended or restated as provided by law.

Article 4. Agreement and Plan of Merger. The Agreement and Plan of Merger attached as Exhibit A meets the requirements of Section 608.438, Florida Statutes, and of Section 79-29-221 of the Revised Mississippi Limited Liability Company Act and was duly approved by each

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limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes and in the manner required by the Revised Mississippi Limited Liability Company Act and the respective entity's certificate of formation (or articles of organization) and operating agreement, as the case may be.

Article 5. Authorization. As to each of the Merging Entity and the Surviving Entity, the Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which the entity is organized, or by which it is governed, and by its organizational documents.

Article 6. Effective Date. The merger shall become effective on May 11, 2012 (the "Effective Date").

Article 7. Compliance with Law. This Certificate of Merger complies with, and was executed in accordance with, the laws of each party's applicable jurisdiction.

Article 8. Service of Process. The Surviving Entity agrees that it may be served with process in the State of Mississippi in any action, suit or proceeding for the enforcement of any obligation of any entity which is a party to the merger, and irrevocably appoints the Secretary of State of the State of Mississippi as its agent to accept service of process in any such action, suit or proceeding, with a copy of such process to be mailed to the Surviving Entity at 701 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

* * * * *

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be executed as of the 2 day of APRIL, 2012.

MAIN STREET COURT MANAGEMENT, L.L.C.,
a Mississippi limited liability company

By: 

Wayne A. Novak
Member

FL MSCM, L.L.C.,
a Florida limited liability company

By: 

Wayne A. Novak
Manager

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Exhibit A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is entered into March 27, 2012, by and between **MAIN STREET COURT MANAGEMENT, L.L.C.**, a Mississippi limited liability company ("MSC-MS"), and **FL MSCM, L.L.C.**, a Florida limited liability company ("FL MSCM").

BACKGROUND

The members of MSC-MS and the manager of FL MSCM have determined that it is in the best interests of the members of MSC-MS and the member of FL MSCM, respectively, that, pursuant to Section 608.438, Florida Statutes, and Section 79-29-221, Mississippi Code, MSC-MS be merged with and into FL MSCM, which shall be the surviving company (FL MSCM in its capacity as such surviving limited liability company being sometimes referred to herein as the "Surviving Company").

TERMS OF AGREEMENT

In consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act and the Mississippi Limited Liability Company Act that MSC-MS shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") into a limited liability company existing under the laws of the State of Florida, to wit, FL MSCM, which shall be the Surviving Company, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

SECTION 1

ACTION BY MEMBERS; FILINGS; EFFECTS OF MERGER

1.1 Action by Members of MSC-MS. Effective as of March 27, 2012, the members of MSC-MS shall adopt this Agreement in accordance with the Mississippi Limited Liability Company Act.

1.2 Action by Sole Member and Manager of FL MSCM. Effective as of March 27, 2012, the sole member and manager of FL MSCM shall adopt this Agreement in accordance with the Florida Limited Liability Company Act.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the members of MSC-MS in accordance with the Mississippi Limited Liability Company Act, (b) this Agreement is adopted by the sole member and manager of FL MSCM in accordance with the Florida Limited Liability Company Act, and (c) this Agreement, is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded with the Secretary of State of the State of Florida in accordance with Section 608.438 et seq., Florida Statutes, and with the Secretary of State of the State of Mississippi in accordance with Section 79-29-221 et seq., Mississippi Code. The Merger shall become effective as of the later of May 11, 2012 or the date upon which the Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").

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1.4 Certain Effects of Merger. At the Effective Date, the separate existence of MSC-MS shall cease, and MSC-MS shall be merged with and into FL MSCM which, as the Surviving Company, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of MSC-MS; and all and singular, the rights, privileges, powers and franchises of MSC-MS, and all property, real, personal, and mixed, and all debts due to MSC-MS on whatever account, and all other things in action or belonging to MSC-MS, shall be vested in the Surviving Company; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter be effectually the property of the Surviving Company as if it was MSC-MS, and the title to any real estate vested by deed or otherwise, under the laws of the State of Mississippi, the State of Florida or any other jurisdiction, in MSC-MS, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of MSC-MS shall be preserved unimpaired, and all debts, liabilities, and duties of MSC-MS shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting members of MSC-MS, or the corresponding managers of the Surviving Company, may, in the name of MSC-MS, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Company title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of MSC-MS and to otherwise carry out the purposes of this Agreement.

SECTION 2
NAME OF SURVIVING COMPANY;
ARTICLES OF ORGANIZATION

2.1 Name of Surviving Company. Pursuant to the amendment described in Section 2.2 below, the name of the Surviving Company from and after the Effective Date shall be: **MAIN STREET COURT MANAGEMENT, L.L.C.**

2.2 Articles of Organization. The Articles of Organization of FL MSCM as in effect on the date hereof shall from and after the Effective Date be amended by deleting Article 1 thereof in its entirety and replacing it as follows:

"ARTICLE I NAME

The name of the limited liability company (the "Company") is **MAIN STREET COURT MANAGEMENT, L.L.C."**

The Articles of Organization of the Surviving Company, as so amended, shall continue to be the Articles of Organization of the Surviving Company until further changed, amended or restated as provided by law.

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SECTION 3
STATUS AND CONVERSION OF INTERESTS

3.1 MSC-MS Interests. The manner and basis of converting interests of MSC-MS and the nature and amount of interests of FL MSCM which the holders of MSC-MS interests are to receive in exchange for such interests are as follows: each one percent (1%) interest of MSC-MS which shall be issued and outstanding immediately before the Effective Date, shall by virtue of the Merger be converted at the Effective Date into ten (10) units of membership interest of FL MSCM.

3.2 FL MSCM Interest. The one (1) unit of membership interest of FL MSCM which shall be issued and outstanding immediately before the Effective Date, shall on the Effective Date be cancelled without payment of any consideration and without any conversion.

SECTION 4
MISCELLANEOUS

4.1 Appraisal Rights. The members of MSC-MS, pursuant to Section 79-29-231, Mississippi Code, may be entitled in connection with the merger of MSC-MS into FL MSCM, if they comply with the provisions of the Mississippi Limited Liability Company Act regarding appraisal rights, to be paid the fair value of their financial interest of MSC-MS. The sole member of FL MSCM, pursuant to Section 608.4352, Florida Statutes, who would be entitled to vote on the merger of MSC-MS into FL MSCM, may be entitled if it complies with the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, regarding appraisal rights, to be paid the fair value of its membership interest of FL MSCM. By signing below, each of the members of MSC-MS and the sole member of FL MSCM hereby expressly waives all mailing and notification requirements with respect to such rights, waives any and all rights to be paid fair value for its financial interest or membership interest, and waives any mailing or notification requirements imposed by Section 79-29-223, Mississippi Code, and/or Section 608.4381, Florida Statutes, or other provisions related to the merger, as the case may be.

4.2 Termination and Abandonment. This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger. The procedure for abandoning this Agreement and Plan of Merger shall be the adoption of a resolution to abandon the merger by a majority-in-interest of the members of MSC-MS (the "Majority Member") or by the manager of the Surviving Company and then written notice to the Majority Member or the manager, as the case may be, of the other party to the Merger.

4.2 Counterparts. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be deemed to constitute one and the same agreement.

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IN WITNESS WHEREOF, this Agreement has been executed by parties hereto effective as of the date first written above.

**MAIN STREET COURT MANAGEMENT,
L.L.C.**, a Mississippi limited liability company

By: _____

Wayne A. Novak
Member

FL MSCM, L.L.C., a Florida limited liability company

By: _____

Wayne A. Novak, Manager

For purposes of Section 4.1, the members of Main Street Court Management, L.L.C. hereby execute this Agreement:

Wayne A. Novak, Member

Jane E. Novak, Member

Todd A. Novak, Member

Emily E. Novak, Member

For purposes of Section 4.1, the sole member of FL MSCM, L.L.C. hereby executes this Agreement:

Wayne A. Novak, Member