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(Requestor's Name)

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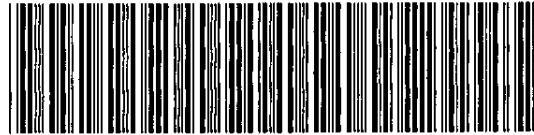
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
12 JUN 18 PM 3:59

JUN 19 2012

T. HAMPTON



Steven J. Adamczyk, Esq.
8950 Fontana Del Sol Way - First Floor
Naples, FL 34109
steve@flcommunitylaw.com
(239) 331-5100 phone
(239) 331-5101 fax

SENT VIA U.S. MAIL

June 14, 2012

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

Re: Certificate of Merger for Systematic Performance Analysis, LLC

Dear Division of Corporations:

The purpose of this letter is to enclose the following documents to be recorded and stamped with a file date so that we may continue the steps necessary to effectuate the Certificate of Merger with the State of Connecticut.

1. Certificate of Merger
2. Plan of Merger
3. Meeting of the Members and Manager acknowledging the merger

I have enclosed both copies and the above-referenced documents to be stamped with a file date, however, only one copy needs to be certified. Also enclosed is a check in the amount of \$55, for a certified copy of the above mentioned Florida Certificate of Merger. Also enclosed is a self-addressed stamped envelope in order to return the filed Merger documents.

Please complete the necessary steps to effectuate the merger of Systematic Performance Analysis, LLC. Thank you for your prompt attention to this matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Steven J. Adamczyk, Esq.

SJA/ss
Enclosures

**ARTICLES (CERTIFICATE) OF MERGER
FOR A CONNECTICUT LIMITED LIABILITY COMPANY
INTO A FLORIDA LIMITED LIABILITY COMPANY**

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger" are being submitted in accordance with Section 608.407 and Sections 608.438 and Sections 608.439 of the Florida Statutes and with Sections 34-193 through Sections 34-197 of the Connecticut Statutes.

ARTICLE I:

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Company") is as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|---|--------------|---|
| Systematic Performance Analysis, LLC 241 Shore Road, Waterford, CT 06385 | Connecticut | Limited Liability Company Tax I.D. #27-1028199 |

ARTICLE II:

The exact name, street address of its principal office, mailing address, jurisdiction, and entity type of the surviving party ("Surviving Company") is as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|---|
| Systematic Performance Analysis, LLC 142 Palm Drive, Unit 1, Naples, FL 34112 | Florida | Limited Liability Company Tax I.D. #27-1028199 L12000053462 |

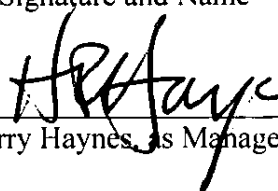
ARTICLE III:

The Registered Agent for the Surviving Company is as follows:

Goede & Adamczyk, PLLC
c/o Steven J. Adamczyk, Esq.
8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34109

ARTICLE IV:

The Manager of the Surviving Company is Harry Haynes. In accordance with Florida Statutes Section 608.422, Manager hereby signs and accepts:

| Name of Entity | Signature and Name | Title or Position |
|--------------------------------------|---|-------------------|
| Systematic Performance Analysis, LLC |  Harry Haynes, as Manager | Manager |

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ARTICLE V:

The attached Plan of Merger meets the requirements of Section 608.4382 of the Florida Statutes and Section 34-195 of the Connecticut Statutes, and was approved in accordance with Section 608.4381 of the Florida Statutes and Section 34-194 of the Connecticut Statutes by written consent on May 1 2012, by the Manager and Members of the Surviving Company and was executed under authority by written consent on May 1, 2012, by the Manager and Members of the Merging Company.

ARTICLE VI:

The attached Plan of Merger was approved by the Merging Company and the Surviving Company who are parties to the merger in accordance with Chapter 608 of the Florida Statutes and Sections 34-194 and 34-195 of the Connecticut Statutes.

ARTICLE VII:

The merger shall become effective as of the date at which it was filed with the Florida Department of State, Division of Corporations. The effect of this merger shall be governed in accordance with Section 34-198 of the Connecticut Statutes.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the Limited Liability Company is

SYSTEMATIC PERFORMANCE ANALYSIS, LLC

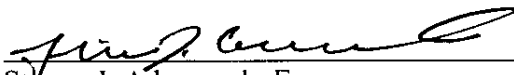
The name and the address of the registered agent and office is:

Goede & Adamczyk, PLLC
Steven J. Adamczyk, Esq.
8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34109

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DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated June 12, 2012

by: 
Steven J. Adamczyk, Esq.
Registered Agent

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER (hereinafter referred to as the "Plan") is being submitted in accordance with Section 608.438 of the Florida Statutes and Section 34-194 and 34-195 of the Connecticut Statutes. The effects of this merger shall also be governed in accordance with Section 34-198 of the Connecticut Statutes. The Plan is entered into as of the date the Articles (Certificate) of Merger are first recorded with the Department of State, Division of Corporations, for the State of Florida. This Plan is made by and between **SYSTEMATIC PERFORMANCE ANALYSIS, LLC, A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT** (hereinafter referred to as the "Merging Company"), and **SYSTEMATIC PERFORMANCE ANALYSIS, LLC, A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA** (hereinafter referred to as the "Surviving Company"), also referred to collectively as the "Merged Companies." In addition, it is intended that the merger of the Merging Company with the surviving entity as the Surviving Company (as such terms are defined below) will qualify as a tax-free reorganization within the meaning of Internal Revenue Code of 1986, as amended (hereinafter referred to as the "code").

RECITALS

WHEREAS, Merging Company desires to be classified as a Merged Entity reorganized and transferred to a new State and upon completion of the recorded Articles of Merger with the State of Florida and the State of Connecticut, it shall become dissolved and the Surviving Company shall be the sole entity; and

WHEREAS, the Manager for the Merging Company and the Surviving Company has determined that the merger of the Merging Company into the Surviving Company is advisable and in the best interest of the Merging Company therefore the Manager has approved the Articles (Certificate) of Merger and the Plan of Merger; and

WHEREAS, the Members of the Merged Companies have approved the Articles of Merger and the Plan on May 11, 2012, and hereby authorize the Manager to complete any and all acts necessary to complete the Plan; and

WHEREAS, the Merged Companies, for U.S. federal income tax purposes, hereby qualify the merger as a liquidation within the meaning of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated therein.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties hereto, being thereunto duly entered into by Surviving Company approved by the Manager and Members, and by the Merging Company approved by the Manager and Members, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Plan set forth.

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STATE OF FLORIDA

ARTICLE I:

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Company") is as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|---|--------------|---|
| Systematic Performance Analysis, LLC 241 Shore Road, Waterford, CT 06385 | Connecticut | Limited Liability Company Tax I.D. #27-1028199 |

ARTICLE II:

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Company") is as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|---|
| Systematic Performance Analysis, LLC 142 Palm Drive, Unit 1, Naples, FL 34112 | Florida | Limited Liability Company Tax I.D. #27-1028199 |

ARTICLE III:

The Terms, Conditions and Statements in compliance with Chapter 608 of the Florida Statutes and the Florida limited liability act, and also in compliance with Section 34-193 through 34-197 and the Connecticut limited liability act.

A. The effective date of the merger is to take place on the date the merger is first filed with the State of Florida (hereinafter referred to as the "Effective Date").

B. The Merging Company and the Surviving Company shall be a single entity known as Systematic Performance Analysis, LLC.

C. The Merging Company shall cease to exist following the Effective Date of the merger.

D. The Merging Company and Surviving Company shall be treated the same for federal income tax purposes and therefore the Surviving Company shall use the same tax identification number as the Merging Company.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate locations for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Company is to be preserved in the reorganization and within the Surviving Company.

F. The purpose of the merger is to change locations of the limited liability company and to allow for the continued management structure in that there is a higher protection against the creditors for the owners afforded under state law in a limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of business.

G. The Surviving Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Company; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Company, shall be vested in the Surviving Company without further act or deed.

H. The Surviving Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Company may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted in the place of the Merging Company, and neither the rights of creditors nor any liens upon the property of the Merging Company shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of the net assets of the Merging Company that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Company.

J. The cost and basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Company.

ARTICLE IV:

Conversion of Ownership Interests. The manner and basis of converting the interests, membership units, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are as follows:

A. All of the Members of the Merging Company and the Surviving Company and the outstanding membership units issued by each Company are identical and, therefore, no conversion is necessary. At and after the Effective Merging Date, all of the previously issued and outstanding membership units of the Company that were issued and outstanding immediately prior to the Effective Date shall be automatically retired and cancelled.

B. At and after the Effective Date, all of the outstanding certificates that prior to that date, represented membership units of the Merging Company's membership interests, shall be deemed for all purposes to evidence ownership of and to represent the number of membership units of the Surviving Company's membership interests into which such membership units of the Merging Company's membership interests are converted as provided herein. The registered owner on the books and records of the Company of any such outstanding membership certificate for the Company shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Company or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the membership units of the Surviving Company's membership interests evidenced by such outstanding certificate as provided above.

C. No membership units of the Surviving Company's membership interests will be issued in connection with the Merger. The merger is taking place for the sole purpose of transferring the business to the State of Florida.

D. As there are no outstanding options or warrants of either the Company or the Surviving Company, the manner and basis of converting rights to acquire interests, membership units, obligations

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or other securities of the Company into rights to acquire interests, membership units, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are not addressed herein.

E. Any provision of this Agreement may be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by all parties hereto, or in the case of a waiver, by the party against whom the waiver is to be effective. Any such amendment shall require regulatory approval.

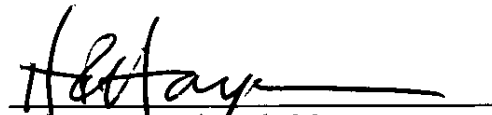
ARTICLE V:

The name and address of the manager of the Surviving Company are as follows:

Harry Haynes
142 Palm Drive, Unit 1
Naples, FL 34112


Under penalties of perjury, I declare that I consent to the above Plan of Merger, and that I have examined this Plan, and to the best of my knowledge and belief, it is true, correct, and complete. As the Manager of the Merging Company and as the Manager of the Surviving Company, I further declare that I am authorized to execute this Plan.

SYSTEMATIC PERFORMANCE ANALYSIS, LLC
a Connecticut limited liability company



Harry Haynes, its sole Manager

SYSTEMATIC PERFORMANCE ANALYSIS, LLC
a Florida limited liability company



Harry Haynes, its sole Manager

12 JUN 18 PM 3:59
CLERK OF COURT
JULIA A. HARRIS

**MEETING OF THE MEMBERS
AND MANAGER OF
SYSTEMATIC PERFORMANCE ANALYSIS, LLC
a Florida Limited Liability Company**

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12 JUN 18 PM 3:50

THIS MEETING OF THE MEMBERS AND MANAGER of Systematic Performance Analysis, LLC, a Florida limited liability company referred to herein as (the "Company") or (the "Surviving Company"), is held for the purpose to ratify, approve and confirm the merger between the Company and Systematic Performance Analysis, LLC a Connecticut limited liability company, referred to herein as (the "Merging Company").

WHEREAS, the undersigned are all of the Members and Managers of the Company; and

WHEREAS, the Articles of Organization have been filed with the State of Florida, Division of Corporations dated April 19, 2012; and

WHEREAS, the Manager has submitted a recommended Plan of Merger to the Members for approval; and

WHEREAS, the Members and Manager have received and reviewed the Articles of Merger and Plan of Merger the "Plan," between the Company and Systematic Performance Analysis, LLC a Connecticut limited liability company; and

WHEREAS, the Members and Managers acknowledge that the plan is governed by Florida Statutes Section 608.438 and the Florida Limited Liability Company Act (the "Act"), and shall govern relations among the members, managers and Company; and

WHEREAS, the Members desire to authorize the Manager to conduct all things necessary to effectuate the Merger of the Company; and

WHEREAS, the Employment Identification Number, Tax I.D. #27-1028199, shall remain active with the Surviving Company; and

NOW, THEREFORE, the undersigned, being all of the Members of Company, do hereby consent to the adoption of the following resolutions:

RESOLVED, upon recommendation of the Manager, the Members have reviewed and hereby approve the Plan of Merger in the form attached hereto; and be it further

RESOLVED, upon approval of the Members, the Manager shall do all acts necessary to effect the Plan of Merger; and be it further

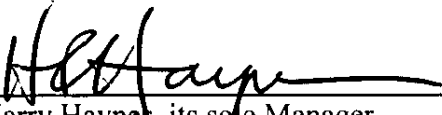
RESOLVED, upon filing of the Articles of Merger, the recorded documents shall be forwarded to the IRS, by the Manager, in order to effectuate the transfer of the Tax I.D. #27-1028199 to the Surviving Company; and be it further

RESOLVED, this action by written consent of the Members and the Manager of the Company shall be in lieu of a meeting of the Company.

Pursuant to the Florida limited liability act, execution of this Consent by the undersigned waives any right to notice of or requirement to call a formal meeting to conduct the business referred to herein.


NOW, THEREFORE, the undersigned has executed this consent dated effective as of May 1, 2012.

SYSTEMATIC PERFORMANCE ANALYSIS, LLC
a Florida limited liability company

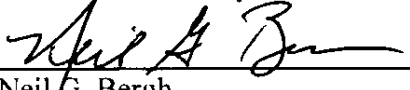


Harry Haynes, its sole Manager

MEMBERS:



Harry Haynes



Neil G. Bergh

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