

Division of Corporations

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**MERGER OR SHARE EXCHANGE
T.P. & C.N., LLC**

Certificate of Status	1
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EXAMINER

**ARTICLES OF MERGER
OF**

**T.P. & C.N. LTD., INC.
(a Florida corporation)**

WITH AND INTO

**TP & CN, LLC
(a Florida limited liability company)**

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Pursuant to the provisions of Chapters 607 and 608 of the Florida Statutes, these Articles of Merger provide that:

1. T.P. & C.N. Ltd., Inc., a Florida corporation (the "Corporation"), shall be merged with and into TP & CN, LLC, a Florida limited liability company (the "LLC"), which shall be the surviving company.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of stock of the Corporation to membership units of the LLC are set forth in the Agreement and Plan of Merger dated as of July 3, 2012, pursuant to which the Corporation shall be merged with and into the LLC (the "Merger"), which Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Agreement and Plan of Merger").

4. The Agreement and Plan of Merger was duly approved and adopted by the sole member and sole manager of the LLC on June 29, 2012, by written consent in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

5. The Agreement and Plan of Merger was duly approved and adopted by the Board of Directors and Shareholders of the Corporation on June 29, 2012, by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.


6. The Articles of Organization of the LLC as now in force and effect shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Corporation and the LLC by the undersigned as of July 3, 2012.

T.P. & C.N. LTD., INC.

TP & CN, LLC

By:


Chau H. Nguyen, President

By:


Chau H. Nguyen, Manager

EXHIBIT A

**AGREEMENT AND
PLAN OF MERGER**

OF

**T.P. & C.N. LTD., INC.
(a Florida corporation)**

WITH AND INTO

**TP & CN, LLC
(a Florida limited liability company)**

This Agreement and Plan of Merger (the "Agreement") is dated effective as of July 3, 2012, by and between T.P. & C.N. Ltd., Inc., a Florida corporation (the "Corporation"), and TP & CN, LLC, a Florida limited liability company (the "LLC").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. Pursuant to the authority of the Florida Business Corporation Act and the Florida Limited Liability Company Act and in accordance with the provisions of this Agreement, on the Effective Date (as defined below), the Corporation shall be merged with and into the LLC (the "Merger"), the separate and corporate existence of the Corporation shall cease, and the LLC (the "Surviving Company") shall continue its existence pursuant to the laws of Florida under its present name. (The Corporation and the LLC are collectively referred to as the "Constituent Companies.")

2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Date").

3. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Date.

5. The Articles of Organization of the LLC as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Organization of the Surviving Company immediately after the Effective Date.

6. On the Effective Date, by virtue of the Merger and without any action on the part of the owners, members, officers, or directors of the Constituent Companies, the issued and outstanding shares of stock of the Corporation immediately prior to the Effective Date will be automatically cancelled and the Surviving Company will not issue membership interests/units on the consummation of the Merger contemplated by this Agreement.

T.P. & C.N. LTD., INC.

TP & CN, LLC

By: _____

Chau H. Nguyen, President

By: _____

Chau H. Nguyen, Manager