

**L/2000/08260**

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Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
NEXT LEVEL PARTNERS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
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**A. LUNT**

OCT - 2 2012

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER**

for

**Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 408.6382 of the Florida General Statutes.

First: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Next Level Partners, LLC	CT	LLC
Next Level Partners, LLC	FL	LLC

Second: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Name	Jurisdiction	Form/Entity Type
Next Level Partners, LLC	FL	LLC

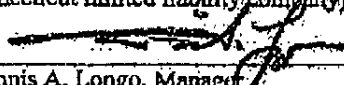
Third: The attached Agreement and Plan of Merger was approved by Next Level Partners, LLC, a Florida limited liability company and the surviving party to the merger, in accordance with the applicable provisions of Chapter 608 of the Florida General Statutes.

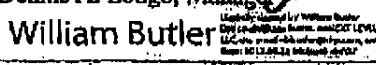
Fourth: The attached Agreement and Plan of Merger was approved by Next Level Partners, LLC, a Connecticut limited liability company and the disappearing party to the merger, in accordance with the applicable laws of the State of Connecticut.

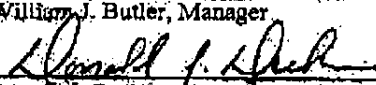
Dated as of September 28, 2012.

IN WITNESS WHEREOF, the parties have caused this Certificate Merger to be executed on the date first above written.

NEXT LEVEL PARTNERS, LLC  
(a Connecticut limited liability company)

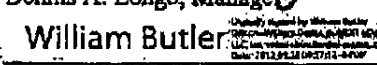
By:   
Dennis A. Longo, Manager

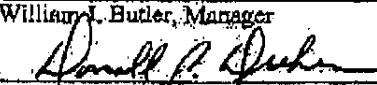
By:   
William J. Butler, Manager

By:   
Donald J. Dreher, Manager

NEXT LEVEL PARTNERS, LLC  
(a Florida limited liability company)

By:   
Dennis A. Longo, Manager

By:   
William J. Butler, Manager

By:   
Donald J. Dreher, Manager

19442.000/567472.1

AGREEMENT AND PLAN OF MERGER

FOR THE MERGER OF

NEXT LEVEL PARTNERS, LLC  
(a Connecticut Limited Liability Company)

WITH AND INTO

NEXT LEVEL PARTNERS, LLC  
(a Florida Limited Liability Company)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made as of the 28<sup>th</sup> day of September, 2012 by and between, NEXT LEVEL PARTNERS, LLC a Connecticut limited liability company ("CT Next Level"), and NEXT LEVEL PARTNERS, LLC, a Florida limited liability company ("FL Next Level"). CT Next Level and FL Next Level are at times referred to in this Plan of Merger collectively as the "Constituent Companies" and individually as a "Constituent Company."

BACKGROUND

CT Next Level is a limited liability company duly organized and existing under the laws of the State of Connecticut. FL Next Level is a limited liability company duly organized and existing under the laws of the State of Florida.

The members of CT Next Level are comprised of the same members of FL Next Level (collectively, the "Members") and the managers serve both CT Next Level and FL Next Level (the "Managers"); as such the membership interests and management of CT Next Level and FL Next Level are identical in all respects.

The Managers and Members of CT Next Level (the "CT Next Level Managers and Members") and the Managers and Members of FL Next Level (the "FL Next Level Managers and Members") and together with the CT Next Level Managers and Members, the "Manager and Members") have each determined it to be advisable that CT Next Level be merged with and into FL Next Level on and subject to the terms and conditions set forth below, and the CT Next Level Managers and Members and the FL Next Level Managers and Members have each unanimously approved the merger of CT Next Level with and into FL Next Level on and subject to the terms and conditions set forth below.

THEREFORE, in consideration of the mutual covenants set forth below, it is agreed that, in accordance with the applicable laws of the State of Connecticut and State of Florida, CT Next Level be, and it hereby is, merged with and into FL Next Level pursuant to this Plan of Merger, upon the terms and conditions set forth below, effective as of the Effective Date (as defined below).

1. Merger. At the Effective Date (as defined below), CT Next Level shall be merged with and into FL Next Level (the "Merger"), the separate existence of CT Next Level shall cease, FL Next Level shall continue in existence as the surviving limited liability company under the name "NEXT LEVEL PARTNERS, LLC" and the Merger shall in all respects have the effect contemplated by Sections 34-193 through 34-198 of the Connecticut General Statutes, as amended ("C.G.S."), and Sections 608.438 - 608.4382 of the Florida General Statutes, as amended ("F.G.S."). Prior to, and from and after, the Effective Date, each of the Constituent Companies shall take all such actions as shall be necessary or appropriate in order to give effect to the Merger, subject to Section 8 below.

2. Terms of Transaction.

(a) The membership interests of CT Next Level that exist immediately prior to the Effective Date (the "Old CT Next Level Membership Interests") shall automatically be converted into a total of three hundred (300) membership interests of FL Next Level (the "New FL Next Level Membership Interests") automatically upon the effectiveness of the Merger, and the members of the Old CT Next Level Membership Interests shall automatically become holders of the New FL Next Level Membership Interests upon the effectiveness of the Merger, with each such member holding an one hundred (100) membership interest of New FL Next Level Membership Interests. Each certificate, if any, representing Old CT Next Level Membership Interests (an "Old CT Next Level Certificate") shall, upon and following the effectiveness of the Merger, be deemed to represent the number of New FL Next Level Membership Interests determined in accordance with the preceding sentence.

(b) All of the membership interests of CT Next Level other than the Old CT Next Level Membership Interests (which shall be converted into New FL Next Level Membership Interests in accordance with Subsection (a) above), shall be automatically canceled upon the effectiveness of the Merger.

(c) All of the membership interests of FL Next Level that existed immediately prior to the Effective Date shall continue to exist upon the effectiveness of the Merger.

3. Articles of Organization and Operating Agreement. From and after the Effective Date, the Articles of Organization and Operating Agreement of FL Next Level, as amended to date (and, if applicable, as amended prior to the Effective Date) and in effect immediately prior to the Effective Date, shall be the Articles of Organization and Operating Agreement of FL Next Level as the surviving limited liability company.

4. Managers. The Managers of FL Next Level immediately prior to the Effective Date shall continue to be the Managers of FL Next Level as the surviving limited liability company following the Effective Date, until removed or replaced in accordance with FL Next Level's Articles of Organization and Operating Agreement.

5. Authorization and Approval. Each Constituent Company's Managers and Members hereby represents to the other that this Plan of Merger has been unanimously authorized and approved by its Managers and Members in accordance with C.G.S. Section 34-193 and F.G.S. Section 608.4381.

6. Filings. FL Next Level, as the surviving entity, shall cause its Managers to execute and file (a) an appropriate Articles of Merger with the Secretary of State of the State of Connecticut (the "Articles of Merger") as required by C.G.S. Section 34-196, (b) an appropriate Certificate of Merger with the Department of State of the State of Florida ("Certificate of Merger"); and (c) any and all appropriate filings at the state and local level, if any, in each case and in any event so as to cause the Merger to be effective as of the Effective Date.

7. Effectiveness of Merger & Plan of Merger. The Merger shall be effective as of the Effective Date. For purposes of this Plan of Merger, the "Effective Date" means October 1, 2012. For all intents and purposes, this Plan of Merger shall be considered the written plan of merger as contemplated by C.G.S. Section 34-195 and F.G.S. Section 608.438.

8. Abandonment of Merger & State of Governance. This Plan of Merger may be terminated, and the Merger may thereby be abandoned, at any time prior to the Effective Date by determination of the Manager and Members of either Constituent Company, in accordance with C.G.S. Section 34-194(b) and F.G.S. 608.4381(7). If the Manager and Members of either Constituent Company makes a determination to terminate this Plan of Merger and thereby abandon the Merger, prompt written notice of the same shall be provided to the other Constituent Company, appropriate filings shall be made with the Connecticut Secretary of the State and Florida Department of State, and such termination and abandonment shall be without liability to either Constituent Company.

9. Survivor Appointment. Since FL Next Level is to be governed by the laws of the State of Florida, FL Next Level agrees: (a) that it may be served with process in the State of Connecticut in any proceeding for enforcement of any obligation of CT Next Level, as well as for enforcement of any obligation of FL Next Level as the survivor of this Merger; and (b) to irrevocably appoint the Secretary of State of the State of Connecticut as its agent for service process in any such proceeding in the State of Connecticut, and FL Next Level shall receive a copy of the process at 2338 Immokalee Road, Suite 415, Naples, Florida 34110, to be mailed to it by the Connecticut Secretary of State.


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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on the date first above written.

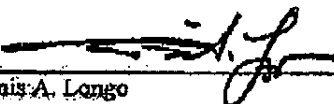
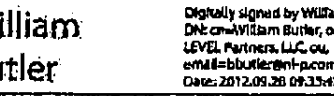
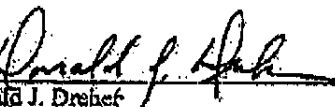
NEXT LEVEL PARTNERS, LLC  
(a Connecticut limited liability company)

By:   
Dennis A. Longo, Manager

By:   
William J. Butler, Manager

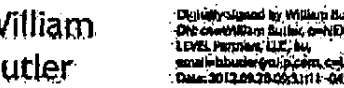
By:   
Donald J. Dreher, Manager

Members:

  
Dennis A. Longo  
  
  
William J. Butler  
  
  
Donald J. Dreher

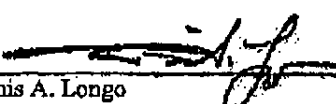

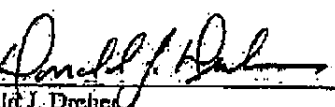
NEXT LEVEL PARTNERS, LLC  
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By:   
Dennis A. Longo, Manager

By:   
William J. Butler, Manager

By:   
Donald J. Dreher, Manager

Members:

  
Dennis A. Longo  
  
  
William J. Butler  
  
  
Donald J. Dreher

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TALLAHASSEE, FLORIDA

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