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SECRETARY OF STATE
DIVISION OF CORPORATION

Merger w/ NC

JAN - 4 2013

T. BROWN



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December 28, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: TMP Ventures, LLC

Dear Sir or Madam:

Enclosed for filing please find a Certificate of Merger for Florida Limited Liability Company of TMP Ventures, LLC into TMP Newco, LLC along with the Plan of Merger. Also enclosed is a check in the amount of \$70.00 for filing fees and a self-addressed envelope for return of the recorded document.

Sincerely,

Eric Brever

Eric B. Brever

EBB/skd

Enclosures

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
OF TMP VENTURES LLC
INTO
TMP NEWCO LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 31 PM 3:30

EFFECTIVE DATE
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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company with a Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
1. TMP VENTURES LLC	Limited Liability Company	Florida
2. TMP NEWCO LLC	Limited Liability Company	Florida

SECOND: The exact name, entity type, and jurisdiction of the surviving party is:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
TMP NEWCO LLC	Limited Liability Company	Florida

THIRD: The surviving party shall heretoforth be known as:

TMP VENTURES, LLC

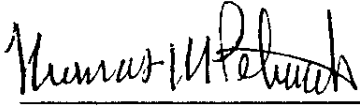

FOURTH: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FIFTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

SIXTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State, is January 1, 2013.

Dated as of this December 21, 2012.

Signature(s) for Each Party:

<u>Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Name of Individual:</u>
TMP VENTURES LLC		Thomas Petracek, Chief Manager
TMP NEWCO LLC		Thomas Petracek, General Partner

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is dated as of December 21, 2012, and is entered into by and between TMP Ventures LLC., a Florida limited liability company, (hereinafter referred to as the "LLC") and ^{NEWCO} TMP/ LLC, a Florida limited liability company (hereinafter referred to as "NEWCO").

WITNESSETH

WHEREAS, LLC and NEWCO and the respective Board of Governors and General Partners thereof have approved as desirable and in the best interests of each company and corporation that LLC be merged with and into NEWCO by a statutory merger upon the terms and conditions contained in this Plan of Merger, dated as of December 21, 2012, and effective as of January 1, 2013, by and among LLC and NEWCO and in accordance with the applicable laws of the State of Florida.

NOW THEREFORE, in consideration of the premises and the mutual promises contained herein IT IS AGREED AS FOLLOWS:

FIRST: At the Effective Time of the Merger (as hereinafter defined), LLC shall be merged with and into NEWCO by a statutory merger (the "Merger") in accordance with Section 608.43801 of the Florida Statutes (the "Florida Statutes") and upon the terms and conditions hereinafter expressed. At the Effective Time of the Merger, the separate existence of LLC shall cease and

NEWCO shall be the Surviving Company (hereinafter sometimes referred to as the “Surviving Company”) all in the manner intended by Section 608.438 *et seq.* of the Florida Statutes.

SECOND: The merger shall become effective at 12:01 a.m. on January 1, 2013, or as soon thereafter as the articles are filed with the Florida Secretary of State. The date and time when the Merger shall become effective is herein referred to as the “Effective Time.”

THIRD: The manner and basis of converting the partnership interests of NEWCO and membership interest units of the LLC upon the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be as follows:

1. Each partnership interest unit of LLC, as appropriate, held in the LLC treasury, immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and retired and cease to exist.
2. After the Effective Time of the Merger, there shall be no further registration or transfer on the partnership interest registration books of LLC. If, after the Effective Time, Certificates representing interest units are presented to the Companies for transfer, they shall be canceled.
3. Each membership interest unit of the NEWCO, no par value per unit, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

FOURTH: The Articles of Organization of the NEWCO in effect immediately prior to the Effective Time of the Merger shall continue to be the Articles of Organization following the Merger until amended or repealed in accordance with law, except that the name of the LLC shall be changed to be "TMP VENTURES, LLC"

FIFTH: At the Effective Time of the Merger, all respective property, assets, rights, privileges, powers, franchises and immunities of LLC shall vest in NEWCO and all of the respective debts, liabilities and obligations of LLC shall become the debts, liabilities and obligations of NEWCO and all in accordance with the applicable provisions of the Florida Statutes.

SIXTH: Prior to the filing of the Florida Certificate of Merger with the Secretary of State this Plan of Merger may be terminated as provided in the Merger Agreement.