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FILED STATE
SECRETARY OF CORPORATION
19 DEC -2 PM 1:39

Merger
(1a) 12.5.13

November 22, 2013

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Accrete Group, LLC

Dear Sir or Madam:

The enclosed Certificate of Merger and fee(s) are submitted for filing. Please return all correspondence concerning this matter to:

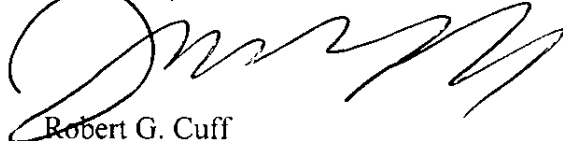
Robert G. Cuff, Esquire
Robert G. Cuff, P. A.
10 Florida Park Drive, Suite D-4
Palm Coast, Florida 32137

E-mail: rcuff@cufflaw.net

For further information concerning this matter, please call:

Robert G. Cuff at (386) 445-2677

Yours truly,



Robert G. Cuff

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC -2 PM 1:39

The following Certificate of Merger is submitted to merge the following Connecticut and Florida Limited Liability Company(ies) in accordance with Section 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Accrete Group, LLC	Connecticut	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Accrete Group, LLC	Florida	LLC

THIRD: 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.

FOURTH: 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.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than ninety (90) days after the date this document is filed by the Florida Department of State:

The merger shall be effective upon filing



SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Surviving entity is a Florida limited liability company that was organized by filing Articles of Organization with the Secretary of State of Florida on November 14, 2013 and assigned document number L13000160115.

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under Section 608.4351 – 608.43595, Florida Statutes.

EIGHTH: The surviving party is a Florida limited liability company as set forth in SIXTH, above, and, as such, authorized to transact business in Florida. Accordingly, there is no need to appoint the Florida Secretary of State for service of process by members of the merged company for purposes of appraisal rights of its members, or otherwise.

NINTH: Signature(s) for each party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Accrete Group, LLC (CT)		Lorna M. Bolduc Its: Manager and Member
Accrete Group, LLC (FL)		Lorna M. Bolduc Its: Manager and Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees</u> : For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified copy (optional)</u> :	\$30.00
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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Accrete Group, LLC	Connecticut	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Accrete Group, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

Each member of the merging entity shall receive a membership interest in the surviving entity equal to that member's interest in the merging entity. All debts and obligations of the merging entity shall be assumed by the surviving entity in full. All assets of the merging entity shall be transferred to the surviving entity by operation of law.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations and other securities of the survivor, in whole or in part, into cash or other property is as follows:

All interests, shares, obligations or other securities of the merging party shall be converted into an equal interest, share, obligation or security of the surviving entity.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

All rights to acquire interests, shares, obligations or other securities of the merged party shall be converted into an equal right to acquire interests, shares, obligations or other securities in the surviving entity.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows:

Pursuant to the laws of the State of Connecticut (C.G.S. §§ 34-206 thru 34-216), upon completion of the merger contemplated by this Plan of Merger, Articles of Dissolution will be filed with the Secretary of State of Connecticut, for the dissolution of Accrete Group, LLC (CT).

SIXTH: Other provisions, if any, relating to the merger are as follows:

None