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(Requestor's Name)

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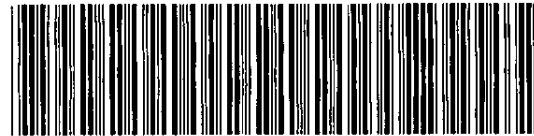
(Business Entity Name)

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Merger

JUL 14 2014  
T. CARTER

CORPDIRECT AGENTS, INC.  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-23

CONTACT: MICHELE HOLDEN

DATE: 07/11/2014

REF. #: 9207977

CORP. NAME: MORGAN & MORGAN LOUISVILLE, PLLC

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2014 JUL 11 PM 1:50  
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- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |

STATE FEES PREPAID WITH CHECK# 70023455 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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Examiner's Initials

**ARTICLES OF MERGER**

14 JUL 11 AM 10:54

The following Articles of Merger are submitted to merge the following Limited Liability Companies in accordance with s. 605.1025, Florida Statutes, and with Section 275.360 of the Kentucky Revised Statutes ("KRS").

**FIRST:** The legal name, entity type, and jurisdiction of formation or organization for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aguiar Law Office, PLLC	Kentucky	PLLC
Morgan & Morgan Louisville, PLLC	Florida	PLLC

**SECOND:** The legal name, entity type, and jurisdiction of formation or organization for the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Louisville, PLLC	Florida	PLLC

**THIRD:** The plan of merger, providing for the merger of Aguiar Law Office, PLLC with and into Morgan & Morgan Louisville, PLLC, is attached hereto as Exhibit A and incorporated herein by reference as if fully set forth verbatim herein.

**FOURTH:** The plan of merger was duly authorized and approved by each constituent business entity, as follows: by each Florida merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026, Florida Statutes, and by each other merging entity in accordance with the laws of its jurisdiction of formation or organization, specifically KRS 275.350, and by each member of such limited liability company who as a result of the merger will have interest holder liability under s. 605.1023(1)(b), Florida Statutes and KRS Chapter 275.

**FIFTH:** The surviving entity exists before the merger, is a domestic filing entity, and there is no amendment to its public organic record.

**SIXTH:** This entity agrees to pay members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes and under KRS Chapter 275.

**SEVENTH:** The effective date of the merger shall be the date of filing.

**Service of Process in the Commonwealth of Kentucky:**

As the surviving entity is not a business entity organized under the laws of the Commonwealth of Kentucky, the merging entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the merging entity as well as for enforcement of any obligation of the surviving business entity arising from the merger. The surviving entity appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding and requests that a copy of the process be mailed to the surviving entity to the following attention:

Morgan & Morgan Louisville, PLLC  
c/o WHWW, Inc.  
390 N. Orange Avenue, Suite 1500  
Orlando, Florida 32801  
Attn: J. P. Carolan, III, Esq.

**Service of Process in the State of Florida:**

As the surviving entity is a limited liability company organized under the laws of the State of Florida, its agent for service of process continues to be the registered agent of record with the Florida Secretary of State as follows:

WHWW, Inc.  
390 N. Orange Avenue, Suite 1500  
Orlando, Florida 32801  
Attn: J. P. Carolan, III, Esq.

A facsimile, telecopy or other reproduction of these Articles of Merger may be executed by the parties (in counterparts or otherwise) and shall be considered valid, binding and effective for all purposes. These Articles of Merger may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Such counterparts shall, together, constitute and shall be one and the same instrument.

[The remainder of this page intentionally left blank.]

COUNTERPART SIGNATURE PAGE TO  
ARTICLES OF MERGER

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed  
as of July 11, 2014.

Aguiar Law Office, PLLC,  
a Kentucky professional limited liability  
company

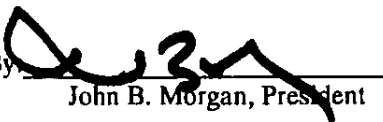
By: \_\_\_\_\_

Sam Aguiar, Manager

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of July 11, 2014.

Morgan & Morgan Louisville, PLLC,  
a Florida professional limited liability  
company

By: Morgan & Morgan Louisville  
Management, Inc., a Florida  
corporation, Manager

By:   
John B. Morgan, President

14 JUL 11 AM 10:54

**Exhibit A**

**Plan of Merger**

**FIRST:** The legal name, form/entity type, and jurisdiction of formation or organization for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aguiar Law Office, PLLC	Kentucky	PLLC
Morgan & Morgan Louisville, PLLC	Florida	PLLC

**SECOND:** The legal name, form/entity type, and jurisdiction of formation or organization of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Louisville, PLLC	Florida	PLLC

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

Aguiar Law Office, PLLC will be merged into Morgan & Morgan Louisville, PLLC, with Morgan & Morgan Louisville, PLLC as the surviving professional limited liability company, and the merger will be effective on the date which the Articles of Merger are filed with, and accepted by, the Florida Department of State. The operating agreement of Morgan & Morgan Louisville, PLLC will be the operating agreement of the surviving entity.

**FOURTH:**

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

All ownership interests of Morgan & Morgan Louisville, PLLC as of the date of the merger shall remain issued and outstanding. The shareholder(s) of the merging entity will be provided with an opportunity to purchase equity interests of the surviving entity as provided in the operating agreement of the surviving entity.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merging entity 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:

N/A

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

Limited liability is retained by the surviving business entity.

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

N/A