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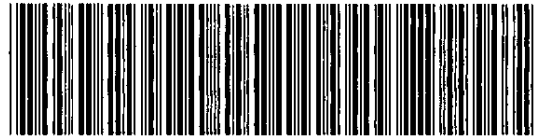
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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M. THOMAS

MAR 24 2009

EXAMINER

## ELLIS FUNK, P.C.

Robert N. Dokson  
Robert B. Goldberg (GA & SC)  
Amy L. Kaye  
Albert L. Labovitz (GA & AL)  
M. Barry Leitz

Attorneys at Law  
One Securities Centre  
Suite 400  
3490 Piedmont Road, N.E.  
Atlanta, Georgia 30305-1743  
404-233-2800  
Facsimile 404-233-2188

Of Counsel:  
Donald J. Ellis (GA & VA)  
Neal J. Fink  
David I. Funk  
Russell H. Kasper, P.C.  
Jane R. Leitz  
Beth S. Reeves

Writer's Direct Dial No.:  
404-214-2314

E-mail: [ALabovitz@EllisFunk.com](mailto:ALabovitz@EllisFunk.com)

March 19, 2009

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of *THE FINANCIAL CONSULTING GROUP, L.C.*, a Florida limited liability company, with and into *THE FINANCIAL CONSULTING GROUP, L.P.*, a Georgia limited liability company (Our File No: 3365.003)

Dear Sir or Madam:

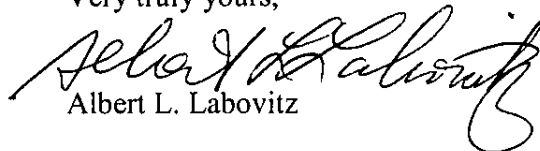
Enclosed are the following documents in connection with above-referenced merger:

1. Cover Letter (Florida form for transmittal).
2. Certificate of Merger for Florida limited liability company (Florida form) as signed by each of the merging entities, together with the following attachments thereto:
  - a. Certificate and Articles of Merger as signed by the merging entities.
  - b. Plan of Merger as signed by the merging entities.
3. Extra copy of all of the documents referenced in #2 above.
4. Our firm's check in the amount of \$80.00 payable to the Florida Department of State (for the \$25.00 filing for each of the two limited liability companies and \$30.00 for the certified copy fee).

Please return the appropriate documents to us at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Albert L. Labovitz

FOR THE FIRM

ALL/jb  
Enclosures

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Financial Consulting Group, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Albert L. Labovitz

(Contact Person)

Ellis Funk, P.C.

(Firm/Company)

One Securities Centre, Ste 400, 3490 Piedmont Rd

(Address)

Atlanta, Georgia 30305

(City, State and Zip Code)

For further information concerning this matter, please call:

Albert L. Labovitz

(Name of Contact Person)

at ( 404 ) 233-2800

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>Jurisdiction</u>	<u>Form/Entity Type</u>
The Financial Consulting Group, L.C.	Florida	limited liability company
The Financial Consulting Group, LLC	Georgia	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Financial Consulting Group, LLC	Georgia	limited liability company

**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.

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**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 90 days after the date this document is filed by the Florida Department of State:

**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:

The Financial Consulting Group, LLC

3340 Peachtree Road, NE, Suite 160, Tower Place

Atlanta, Fulton County, Georgia 30326

**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 ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 3340 Peachtree Road, NE

Suite 160, Tower Place

Atlanta, Georgia 30326

Mailing address: 3340 Peachtree Road, NE

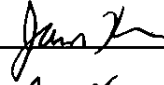
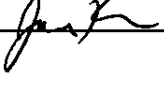
Suite 160, Tower Place

Atlanta, Georgia 30326

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Financial Consulting Group, L.C.		James R. Hitchner
The Financial Consulting Group, LLC		James R. Hitchner

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$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>
The Financial Consulting Group, L.C.	Florida	limited liability company
The Financial Consulting Group, LLC	Georgia	limited liability company
_____	_____	_____
_____	_____	_____

**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>
The Financial Consulting Group, LLC	Georgia	limited liability company

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

See attached Certificate and Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*

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**FOURTH:**

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

See attached Certificate and Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Certificate and Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*



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

See attached Certificate and Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*

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

See attached Certificate and Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*

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**CERTIFICATE AND ARTICLES OF MERGER**  
**OF**  
**THE FINANCIAL CONSULTING GROUP, L.C.**  
**AND**  
**THE FINANCIAL CONSULTING GROUP, LLC**

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**I.**

THIS CERTIFICATE AND ARTICLES OF MERGER is entered into by and between THE FINANCIAL CONSULTING GROUP, L.C., a Florida limited liability company (the "Florida LLC"), and THE FINANCIAL CONSULTING GROUP, LLC, a Georgia limited liability company (the "Georgia LLC"). The Florida LLC and the Georgia LLC are sometimes individually referred to herein as a "Merging Company", and collectively referred to herein as the "Merging Companies". THE FINANCIAL CONSULTING GROUP, LLC shall be the Surviving Company and will continue its existence under the laws of the State of Georgia.

**II.**

All of the Members and Managers of each of the Merging Companies duly authorized, adopted and approved by unanimous written consent that certain Plan of Merger (the "Plan of Merger") by which the Florida LLC merges with and into the Georgia LLC, a copy of which Plan of Merger is attached hereto as Exhibit "A" and expressly made a part hereof.

**III.**

The merger shall become effective as of the date of filing this Certificate and Articles of Merger with the Secretary of State of Georgia and the Secretary of State of Florida, respectively.

**IV.**

From and after the effective date of the merger, the Surviving Company's Registered Agent shall be James R. Hitchner and the physical and mailing address of such Registered Agent shall be 3340 Peachtree Road, N.E., Suite 160, Tower Place, Atlanta, Georgia 30326.

**V.**

An executed Plan of Merger is on file at the Surviving Company's principal place of business, which is located at 3340 Peachtree Road, N.E., Suite 160, Tower Place, Atlanta, Georgia 30326.

**VI.**

A copy of the Plan of Merger will be furnished by the Surviving Company upon request and without cost, to any member of the Merging Companies and to any of the Members of the Merging Companies.

**VII.**

The Plan of Merger has been duly authorized and approved by each Merging Company in accordance with Georgia Code Section 14-11-903.

**VIII.**

Pursuant to s. 608.455 of the Florida Statutes, the notification required by s. 608.438 of the Florida Statutes, as well as the right to receive all information and documents to be included with such notice, have been waived in writing by all Members of the Merging Companies. In addition, all of the Members of the Florida LLC expressly waived any and all dissenters' or appraisal rights which they may have as a result of the merger.

**IX.**

Pursuant to the applicable provisions of the Georgia Business Corporation Code, the notification to the Members of the Merging Companies, as well as the right to receive all information and documents to be included with such notice, regarding the merger of the Merging Companies, have been waived in writing by all Members of the Merging Companies. In addition, all of the Members of the Georgia LLC expressly waived any and all dissenters' or appraisal rights which they may have as a result of the merger.

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IN WITNESS WHEREOF, the Merging Companies do hereby execute the foregoing Certificate and Articles of Merger under seal as of the 19th day of March, 2009.

THE FINANCIAL CONSULTING GROUP, L.C.,  
a Florida limited liability company

By: James R. Hitchner  
James R. Hitchner, Manager

(SEAL)

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TALLAHASSEE  
FLORIDA

THE FINANCIAL CONSULTING GROUP, LLC,  
a Georgia limited liability company

By: James R. Hitchner  
James R. Hitchner, Manager

(SEAL)

.....  
The foregoing is acknowledged and agreed to by the undersigned.

FINANCIAL VALUATION ADVISORS, INC.,  
Sole Member of both Merging Companies

By: James R. Hitchner  
James R. Hitchner, President

(CORPORATE SEAL)

## EXHIBIT "A"

### **PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan"), pursuant to the applicable provisions of Florida law and Georgia law, by which THE FINANCIAL CONSULTING GROUP, L.C., a Florida limited liability company (the "Florida LLC") merges with and into THE FINANCIAL CONSULTING GROUP, LLC, a Georgia limited liability company (the "Georgia LLC"), as follows:

#### **ITEM I**

##### **NAMES OF MERGING AND SURVIVING COMPANIES**

The names of the companies proposing to merge are THE FINANCIAL CONSULTING GROUP, L.C., a Florida limited liability company, and THE FINANCIAL CONSULTING GROUP, LLC, a Georgia limited liability company. THE FINANCIAL CONSULTING GROUP, LLC, a Georgia limited liability company, shall be the Surviving Company (such company being sometimes referred to herein as the "Surviving Company"). The Florida LLC and the Georgia LLC are sometimes individually referred to herein as a "Merging Company", and collectively referred to herein as the "Merging Companies".

#### **ITEM II**

##### **TERMS AND CONDITIONS OF MERGER**

A. The Florida LLC shall be merged with and into the Georgia LLC pursuant to the terms and conditions of this Plan.

B. The merger provided for in this Plan shall become effective as of the date of filing the Certificate and Articles of Merger with the Secretary of State of Georgia and the Certificate and Articles of Merger with the Secretary of State of Florida (such date and time is herein referred to as the "Effective Date of Merger").

#### **ITEM III**

##### **MANNER AND BASIS OF CONVERSION OF MEMBERSHIP INTEREST**

A. Upon the Effective Date of Merger, the manner and basis of converting the membership interests of each Merging Company into membership interests of the Surviving Company shall be as follows:

All of the membership interests of the Florida LLC and all of the membership interests of the Georgia LLC issued and outstanding immediately prior to the Effective Date of

Merger are owned by the same Member. Because the owner of all of the outstanding membership interests of each of the Merging Companies is identical, and because such owner will have identical beneficial interests in the assets of each of the Merging Companies immediately before and after this merger, all of the membership interests of the Florida LLC that were issued and outstanding immediately prior to the effective Date of Merger shall be cancelled and no new membership interests of the Surviving Company shall be issued in the place of such cancelled membership interests. All of the membership interests of the Surviving Company which were issued and outstanding immediately prior to the Effective Date of Merger shall remain issued and outstanding immediately after the Effective Date of Merger and shall not be converted or altered in any manner as a result of this merger.

B. As soon as practical after the Effective Date of Merger, the Member of the Florida LLC shall surrender to the Surviving Company the certificates representing all of its membership interests of the Florida LLC. Until so surrendered, each such outstanding certificate shall be deemed for all purposes to be cancelled and not to evidence any ownership of any number of membership interests of the Surviving Company.

#### **ITEM IV**

#### **ARTICLES OF ORGANIZATION AND MANAGERS OF SURVIVING COMPANY**

Upon the Effective Date of Merger, the Articles of Organization of the Georgia LLC as in effect immediately prior to the Effective Date of Merger, shall continue to be the Articles of Organization of the Surviving Company. Until removed or replaced as provided in the Articles of Organization of the Surviving Company, the Managers of the Georgia LLC shall serve as the Managers of the Surviving Company. Upon the Effective Date of Merger, the Managers of the Florida LLC shall be deemed to have resigned.

#### **ITEM V**

#### **ANNUAL MEETING**

The annual meeting of the Members of the Surviving Company after the Effective Date of Merger shall be held at such time as shall be determined by the Managers of the Surviving Company.

#### **ITEM VI**

#### **EFFECT OF MERGER**

Upon the Effective Date of Merger:

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- A. The separate existence of the Florida LLC shall cease.
- B. The Surviving Company shall possess all the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a company organized under the laws of the State of Georgia.
- C. The Surviving Company shall possess all the rights, privileges, immunities and franchises, whether of a public or private nature, of both of the Merging Companies.
- D. All property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest of or belonging to or due to both of the Merging Companies shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed.
- E. The title to any real estate, or any interest therein, vested in either of the Merging Companies, shall not revert or be in any way impaired by reason of the merger.
- F. The Surviving Company shall thenceforth be responsible and liable of all the liabilities and obligations of both of the Merging Companies.
- G. Any claims existing or actions or proceedings pending by or against any of the Merging Companies may be continued as if the merger had not taken place, or the Surviving Company may be substituted in the proceeding for the Florida LLC whose existence ceased.
- H. Neither the rights of creditors nor any liens upon the property of either of the Merging Companies shall be impaired by the merger.

## ITEM VII

### SERVICE OF PROCESS

- A. The Surviving Company may be served with process in any proceeding for enforcement of any obligation of the Florida LLC, as well as for enforcement of any obligation of the Surviving Company arising from the merger.
- B. The Surviving Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Florida LLC, which merged into the Georgia LLC, including any appraisal rights of the Members of the Florida LLC under ss. 608.4351-608.43595 of the Florida Statutes.

## ITEM VIII

### GENERAL PROVISIONS

A. Each Merging Company agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, they will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Company may deem necessary or desirable, in order more fully to vest in and confirm to the Surviving Company title to and possession of all property, rights, privileges, powers and franchises of each Merging Company and otherwise to carry out the intent and purposes of this Plan.

B. Any number of counterparts of this Plan may be signed and delivered and each shall be considered an original and together they shall constitute one agreement.

C. This Plan shall be construed and performed in accordance with the laws of the State of Georgia, and to the extent applicable, the laws of the State of Florida. The rights and liability of the parties shall bind and inure to the benefit of their respective successors and assigns.

D. This Plan constitutes the entire agreement by and among the parties pertaining to its subject matter and supersedes all prior agreements and understandings of the parties in connection therewith.

E. This Plan cannot be changed, terminated or abandoned orally, nor shall any change, termination, abandonment or attempted waiver of any of the provisions of the Plan be binding on any Merging Company unless in writing by its Manager(s).

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STATE OF FLORIDA  
JACKSONVILLE



IN WITNESS WHEREOF, the Merging Companies do hereby execute the foregoing Plan of Merger under seal as of the 19th day of March, 2009.

THE FINANCIAL CONSULTING GROUP, L.C.,  
a Florida limited liability company

By: James R. Hitchner  
James R. Hitchner, Manager

(SEAL)

THE FINANCIAL CONSULTING GROUP, L.C.,  
a Georgia limited liability company

By: James R. Hitchner  
James R. Hitchner, Manager

(SEAL)

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TALLAHASSEE  
FLORIDA

.....  
The foregoing is acknowledged and agreed to by the undersigned.

FINANCIAL VALUATION ADVISORS, INC.,  
Sole Member of both Merging Companies

By: James R. Hitchner  
James R. Hitchner, President

(CORPORATE SEAL)