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SECRETARY OF STATE
TALLAHASSEE, FL 32304

JAN 06 2015

C. CARROTHER

ADVANTAGE
CAPITAL

PARTNERS

December 30, 2014

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

Re: Merger of:

Advantage Capital FL GP I, L.L.C., a Florida limited liability company, with and into **Advantage Capital Management Company of Missouri, L.L.C.**, a Missouri limited liability company

Gentlemen and Mesdames,

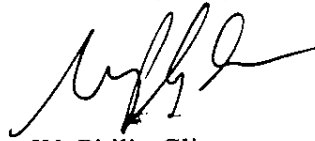
Enclosed are Articles of Merger for the merger referenced above. This Merger has an effective date of 3:00 pm, Central Standard Time, December 31, 2014.

Enclosed is a check in the amount of \$55.00 in payment of the filing fee.

If the enclosed Articles are in order, please place them in line for filing with the requested effective date. Once filed, you may send evidence of the merger to my attention at the above address.

Of course if you have questions, please call me at 504-723-8617.

Yours very truly,



W. Philip Clinton

**ARTICLES OF MERGER
OF
ADVANTAGE CAPITAL FL GP I, L.L.C.
INTO
ADVANTAGE CAPITAL MANAGEMENT
COMPANY OF MISSOURI, L.L.C.**

Advantage Capital FL GP I, L.L.C. and Advantage Capital Management Company of Missouri, L.L.C., acting through their undersigned Authorized Representatives, hereby certify that:

1. The name, jurisdiction of formation and type of entity of each constituent entity to the Plan and Agreement of Merger is:

- (a) Advantage Capital FL GP I, a Florida limited liability company and
- (b) Advantage Capital Management Company of Missouri, L.L.C., a Missouri limited liability company.

2. The **effective date** of the merger is: 3:00 pm, Central Standard Time, on December 31, 2014

3. The name of the surviving entity is: ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., a Missouri limited liability company.

4. The Plan and Agreement of Merger was duly authorized and approved by each constituent entity in accordance with the laws of the State of Missouri and Sections 605.1021-605.1026 of the State of Florida, the jurisdictions in which the respective parties were formed, 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) and whose approval is required.

5. The Articles of Organization and Operating Agreement of ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, shall be its Articles of Organization and Operating Agreement, respectively, following the Effective Time, no changes thereto being desired.

6. The executed Plan and Agreement of Merger is on file at the principal place of business of ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, with principal place of business address at 909 Poydras Street, Suite 2230, New Orleans, Louisiana 70112.

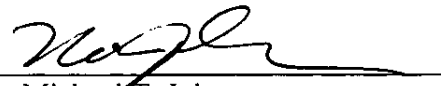
7. A copy of such Plan and Agreement of Merger will be furnished by ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C., the surviving entity, on request and without cost, to any member of any constituent entity to the Plan and Agreement of Merger.

8. ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C. hereby appoints the Florida Secretary of State as its agent for service of process served on the department pursuant to Fla. Stat. Section 605.0117 and chapter 48 in a proceeding to enforce obligations of ADVANTAGE CAPITAL FL GP I, L.L.C., including any appraisal rights of its members under Fla. Stat. Section 605.1006 and 605.1061-605.1072. For the purposes of this section, the Florida Department of State may use the following address: Advantage Capital Management Company of Missouri, L.L.C., 909 Poydras Street, Suite 2230, New Orleans, Louisiana 70112.


9. No member of either ADVANTAGE CAPITAL MANAGEMENT COMPANY OF MISSOURI, L.L.C or ADVANTAGE CAPITAL FL GP I, L.L.C. is entitled to appraisal rights under the provisions of ss. 605.1006 and 605.1061-605.1072.

IN WITNESS WHEREOF, the undersigned have caused this Notice of Merger to be signed on this 30th day of December 2014.

**ADVANTAGE CAPITAL MANAGEMENT
COMPANY OF MISSOURI, L.L.C.**

By: 
Name: Michael T. Johnson
Title: Vice President and Manager

ADVANTAGE CAPITAL FL GP I, L.L.C.

By: 
Name: Michael T. Johnson
Title: Vice President and Manager