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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R & D Advisors, L.C.
(Corporation Name)

(Document #)

Name

Availability

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

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Acknowledgement

W. R. Verifier

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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File 2nd

ARTICLES OF MERGER

OF

R&D ADVISORS, INC.

INTO

R&D ADVISORS, L.C.

898-45918

299-1076

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PURSUANT TO the provisions of Section 607.1109 and Section 608.4382 of the Florida Statutes, the undersigned hereby certify that:

FIRST: That an Agreement of Merger has been entered into as of the 24th day of FEBRUARY, 1999, by and among R&D Advisors, L.C. and R&D Advisors, Inc. ("Agreement of Merger").

SECOND: That the name and state of each of the constituent corporations is R&D Advisors, L.C., a Florida corporation, and R&D Advisors, Inc., a Florida corporation. The Agreement of Merger provides for the merger of R&D Advisors, Inc. into R&D Advisors, L.C.

THIRD: That the name of the surviving corporation is R&D Advisors, L.C.

FOURTH: That the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws of the State of Florida. The Agreement of Merger was approved by the sole Director and Shareholders of R&D Advisors, Inc. on this 24th day of FEBRUARY, 1999 and by the Manager and Members of R&D Advisors, L.C. on this 24th day of FEBRUARY 1999.

FIFTH: After the effective date of the merger, the Articles of Organization of the surviving corporation shall be identical to the surviving corporation's Articles of Organization prior to the

merger.

SIXTH: That the Agreement of Merger is on file at the principal place of business of R&D Advisors, L.C., the surviving corporation, the address of which is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the survivor corporation, on request and without cost, to any stockholder or member of any corporation made a party thereto.

EIGHTH: The authorized capital stock of R&D Advisors, Inc. is one thousand (1,000) common shares, at \$1.00 per value. Each ownership interest in R&D Advisors, L.C. ("Unit") represents a capital contribution of \$1.00. Each share of common stock of R&D Advisors, Inc. issued and outstanding immediately prior to the effective date of the merger, by reason of the Merger, shall be converted into and become one Unit of R&D Advisors, L.C., the surviving corporation upon the effective date of the merger, and each certificate representing outstanding shares of the common stock of R&D Advisors, Inc. immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of fully paid and nonassessable Units of the surviving corporation.

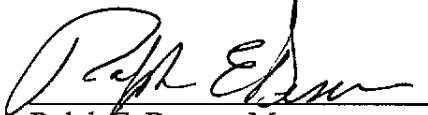
NINTH: That the merger of R&D Advisors, Inc. into R&D Advisors, L.C. shall become effective on the Effective Date as that term is defined Article I, Section 1 of the Agreement of Merger.

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IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be executed and attested to by its duly authorized officers on this 24th day of FEBRUARY 1999.

R&D ADVISORS, L.C.

By: 
Ralph E. Desens, Manager

R&D ADVISORS, INC.

By: 
Ralph E. Desens, President

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Plan OF MERGER

BETWEEN

R&D ADVISORS, L.C.

AND

R&D ADVISORS, INC.

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THIS AGREEMENT OF MERGER ("Agreement") is entered into this 24th day of FEBRUARY, 1999 between R&D Advisors, L.C., a Florida corporation ("L.C.") and R&D Advisors, Inc., a Florida corporation ("Inc.").

WITNESSETH

WHEREAS, the sole director of Inc. and the manager of L.C. deem it desirable and in the best business interests of the corporations, their stockholders and members that Inc. be merged into L.C. upon the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:

ARTICLE I

Merger

Section 1. Surviving Corporation. At the Effective Date, as defined in Section 2, Inc. shall be merged into L.C. forming one corporate entity which shall be referred to herein as the "Surviving Corporation".

Section 2. Effective Date. Subject to the terms of this Agreement, the Merger shall become effective on FEBRUARY 24th, 1999 ("Effective Date"). Articles of Merger shall be filed with the

State of Florida and in substantially the form of Exhibit "A" attached hereto or such other form reasonably satisfactory to the parties hereto (the "Articles of Merger") and consistent with this Agreement.

Section 3. Further Assurance. If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the manager of the Surviving Corporation or, as the case may be, the Inc. sole director shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Agreement.

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Section 4. Regulations. The Regulations of L.C. in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Regulations of the Surviving Corporation after the Effective Date.

Section 5. Articles of Organization of L.C. The Articles of Organization of L.C. as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Organization of the Surviving Corporation.

Section 6. Manager. The manager of L.C. immediately prior to the Effective Date shall constitute the manager of the Surviving Corporation after the Effective Date until his or her successor shall have been elected and qualified as provided in the Regulations of the Surviving Corporation and in this Agreement.

ARTICLE 2

Cancellation of Shares at the Effective Date

Each share of common stock of Inc. issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

ARTICLE 3

Effect of Merger

Section 1. Upon the Effective Date:

(a) Inc. and L.C. shall become a single corporation of which L.C. shall be the Surviving Corporation and continue its corporate existence under the laws of the State of Florida; the name of the Surviving Corporation shall be R&D Advisors, L.C.

(b) The separate existence of Inc. shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of Inc. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to Inc. shall be transferred to the Surviving Corporation; and the title to any real estate, or any interest therein, vested in Inc. shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Inc. Neither the rights of creditors nor any liens upon the property of Inc. shall be impaired by the Merger.

Section 2. Manner and Basis of Converting Interests. The authorized capital stock of Inc. is one thousand (1,000) common shares, at \$1.00 per value. Each ownership interest in L.C. ("Unit") represents a capital contribution of \$1.00. Each share of common stock of Inc. issued and outstanding immediately prior to the Effective Date of the merger, by reason of the Merger, shall be

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converted into and become one Unit of L.C., the Surviving Corporation upon the effective date of the Merger, and each certificate representing outstanding shares of the common stock of Inc. immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of fully paid and nonassessable Units of the Surviving Corporation.

ARTICLE 4

Representations and Warranties of

R&D Advisors, Inc.

Inc. represents and warrants to L.C. as follows:

Due Incorporation, Etc. Inc. is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to L.C.

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ARTICLE 5

Representations and Warranties of

R&D Advisors, L.C.

L.C. represents and warrants to Inc. as follows:

Due Incorporation, Etc. L.C. is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to Inc.

ARTICLE 6

Successors and Assigns

All terms, covenants, representations, warranties and conditions of this Agreement shall be

binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.

ARTICLE 7

Manager

Pursuant to Section 608.438(3)(e) of the Florida Statutes, the name and business address of the manager of R&D Advisors, L.C. is as follows:

Ralph E. Desens
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE 8

General Provisions

Section 1. Place of Closing, Closing Date. The closing shall take place at the offices of R&D Advisors, L.C., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

Section 2. Entire Understanding. This Agreement constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

Section 3. Waivers. The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Agreement shall be effective unless in writing, and no waiver in any

one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

Section 4. Termination. At any time prior to the filing of the Articles of Merger with Inc. and L.C., this Agreement may be terminated by either party hereto.

Section 5. Counterparts. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Section 6. Heading. The headings preceding the text of sections of this Agreement are for convenience only and shall not be deemed part of this Agreement.


Section 7. Applicable Law. This Agreement shall be governed, construed and enforced in accordance with the laws of the State of Florida.

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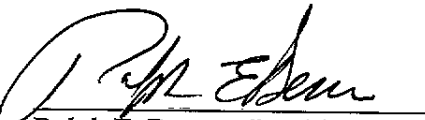
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IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first above written.

R&D ADVISORS, L.C.

By: 
Ralph E. Desens, Manager

R&D ADVISORS, INC.

By: 
Ralph E. Desens, President

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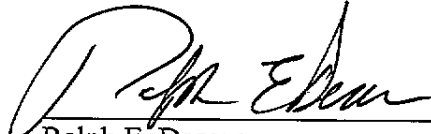
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WAIVER OF NOTICE OF APPROVAL OF MERGER

We do hereby constitute the Members of R&D Advisors, L.C., a Florida corporation (the "Company") and do hereby waive notice of any meeting or other action with respect to the approval of a plan of merger between the Company and R&D Advisors, Inc., a Florida corporation pursuant to § 608.455 of the Florida Statutes.

IN WITNESS THEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 24th day of FEBRUARY, 1999.

MEMBERS:


Ralph E. Desens


Eugenia Desens

ARTICLES OF MERGER
Merger Sheet

MERGING:

R & D ADVISORS, INC., A FLORIDA CORPORATION

INTO

R&D ADVISORS, L.C., a Florida corporation, L99000001076

File date: February 25, 1999

Corporate Specialist: Tammi Cline