

6/30/2014

L99000009256

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## MERGER OR SHARE EXCHANGE

The Studer Group, L.L.C.

Certificate of Status	0
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### ARTICLES OF MERGER

PURSUANT TO THE PROVISIONS of Section 605.1021, et. seq., *Florida Statutes*, these Articles of Merger are entered into and adopted by and between THE STUDER GROUP, L.L.C., a Florida limited liability company (Florida document number L99000009256) ("Studer Group"), and FIRE STARTER PUBLISHING, L.L.C., a Florida limited liability company (Florida document number L03000021091) ("Fire Starter"), for the purpose of merging them into one of such entities.

1. Studer Group and Fire Starter have adopted the attached Plan of Merger.

2. After the merger, the surviving entity shall be The Studer Group, L.L.C., which is a Florida limited liability company.

3. The Plan of Merger was adopted by Studer Group and Fire Starter pursuant to the applicable provisions of Chapter 605, *Florida Statutes*, and in accordance with the Operating Agreement of Studer Group and the Operating Agreement of the Fire Starter.

4. The Plan of Merger was adopted and approved on behalf of Studer Group, by action taken by written consent of the sole member of Studer Group in accordance with Sections 605.1021-605.1026, *Florida Statutes*.

5. The Plan of Merger was adopted and approved on behalf of Fire Starter, by action taken by written consent of the sole member of Fire Starter in accordance with Sections 605.1021-605.1026, *Florida Statutes*.

6. Studer Group, as the surviving entity, agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072, *Florida Statutes*.

7. The Plan of Merger is effective for accounting purposes and all other purposes on July 1, 2014.


[SIGNATURE PAGE FOLLOWS]

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Dated on the dates set forth below.

**THE STUDER GROUP, L.L.C.**, a Florida limited liability company

By:   
George Ellis, Chief Financial Officer

Date: June 30, 2014

**FIRE STARTER PUBLISHING, L.L.C.**, a Florida limited liability company

By:   
George Ellis, Chief Financial Officer

Date: June 30, 2014

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[Signature Page for Articles of Merger]

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**PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between THE STUDER GROUP, L.L.C., a Florida limited liability company (Florida document number L99000009256) ("Studer Group") and FIRE STARTER PUBLISHING, L.L.C., a Florida limited liability company (Florida document number L03000021091) ("Fire Starter").

**S T I P U L A T I O N S:**

A. Studer Group is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 913 Gulf Breeze Parkway, Suite 6, Gulf Breeze, Florida 32561. The sole member of Studer Group is Studer Acquisition Company, Inc., a Delaware corporation.

B. Fire Starter is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 913 Gulf Breeze Parkway, Suite 6, Gulf Breeze, Florida 32561. The sole member of the Fire Starter is Studer Group.

C. The sole member of Studer Group and the sole member of Fire Starter deem it desirable and in the best interest of Studer Group and Fire Starter that Fire Starter be merged with and into Studer Group pursuant to the provisions of Sections 605.1021, et seq., *Florida Statutes*, with Studer Group being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, STUDER GROUP AND FIRE STARTER AGREE AS FOLLOWS:

Section 1. Merger. Fire Starter shall merge with and into Studer Group, and Studer Group shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Fire Starter shall cease, and Studer Group shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed, of Fire Starter without the necessity for any separate transfer. Studer Group shall thereafter be responsible for all of the

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liabilities and obligations of Fire Starter, and neither the rights of creditors nor any liens on the property of Fire Starter shall be impaired by the merger.

Section 3. Conversion of Interests in Fire Starter to Interests in Studer Group. Because Studer Group is the sole member of Fire Starter, upon the merger of Fire Starter into Studer Group, the current membership interest in Studer Group shall remain the same.

Section 4. Changes in Articles of Organization of Studer Group. The current Articles of Organization of Studer Group shall continue to be its Articles of Organization following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of Studer Group.

Section 5. Changes in Operating Agreement of Studer Group. The current Operating Agreement of Studer Group shall continue to be its Operating Agreement following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of Studer Group.

Section 6. Officers of Studer Group. The officers of Studer Group, as of the effective date of merger, shall be as follows:

Barry G. Porter	CEO
George Ellis	CFO
Debbie Ritchie	COO

Section 7. Effective Date of Merger. The effective date of this merger shall be July 1, 2014.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

[SIGNATURE PAGE FOLLOWS]

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Dated on the dates set forth below.

**THE STUDER GROUP, L.L.C.**, a Florida limited liability company

By:   
George Ellis, Chief Financial Officer

Date: June 30, 2014

**FIRE STARTER PUBLISHING, L.L.C.**, a Florida (limited liability company

By:   
George Ellis, Chief Financial Officer

Date: June 30, 2014

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[Signature Page for Plan of Merger]

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