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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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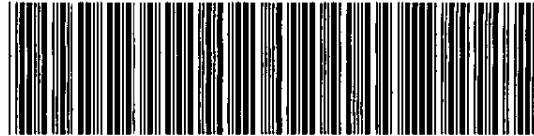
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**A. LUNT**

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TALLAHASSEE, FLORIDA

2009 JAN 30 PM 4:50

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** A.G. Equities Corporation  
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

A. Alexander, Vice President

(Contact Person)

A.G. Equities Corporation

(Firm/Company)

444 Brickell Avenue, #51-246

(Address)

Miami, FL 33131

(City, State and Zip Code)

For further information concerning this matter, please call:

Nancy Glimcher at ( 305 ) 358-9995

(Name of Contact Person)

(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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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>
FSP Design		
Investment, LLC	Florida	Limited liability
		company
		L07-55102

**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>
A.G. Equities Corp.	Florida	Corporation
		m52529

**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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TALLAHASSEE, FLORIDA  
CLERK OF DISTRICT COURT

**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:

January 1, 2009

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

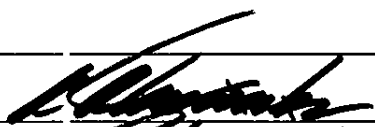

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:
FSP Design		
Investment, LLC		A. Alexander
A.G. Equities Corp.		A. Alexander

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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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>
FSP Design		
Investment, LLC	Florida	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>
A.G. Equities Corp.	Florida	Corporation

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

Immediately prior to the merger, A.G. Equities Corporation ("Corporation") is the sole Member of FSP Design Investment, LLC ("LLC"), and thus owns 100% of the LLC. Pursuant to the merger, the LLC will merge with and into the Corporation, which will be the surviving party of the merger.

*(Attach additional sheet if necessary)*

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CLERK OF SUPERIOR COURT  
STATE OF FLORIDA  
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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:

Pursuant to the merger of A.G. Equities Corporation ("Corporation")  
and FSP Design Investment, LLC ("LLC"), the Corporation, which  
is the surviving party of the merger, will, by operation of law, own,  
directly and outright, 100% of all the cash, assets and other property  
of the LLC remaining after the liquidation of the LLC.

*(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:

Pursuant to the merger of A.G. Equities Corporation  
("Corporation") and FSP Design Investment, LLC ("LLC"), the  
Corporation, which is the surviving party of the merger, will, by  
operation of law, own, directly and outright, 100% of all the cash,  
assets, and other property of the LLC remaining after the  
liquidation of the LLC.

*(Attach additional sheet if necessary)*

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STATE  
ALLAHABAD, FLORIDA

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

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

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*