

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Houghton, Inc.

|                       |         |
|-----------------------|---------|
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**ARTICLES OF MERGER  
OF  
SENTINEL INVESTMENT GROUP, LLC  
WITH AND INTO  
HOUGHTON, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act") pursuant to Section §607.1109 and §608.4382 of the Florida Statutes.

**FIRST:** The name and jurisdiction of surviving entity ("Surviving Corporation") is:

| <u>Name</u>    | <u>Jurisdiction</u> | <u>Document Number</u> |
|----------------|---------------------|------------------------|
| Houghton, Inc. | Florida             | P00000021418           |

**SECOND:** The name and jurisdiction of merged entity ("Merged Company") is:

| <u>Name</u>                    | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------|---------------------|------------------------|
| Sentinel Investment Group, LLC | Florida             | L10000131373           |

**THIRD:** The Plan of Merger, attached as Exhibit "A", meets the requirements of §607.1108 and §608.438, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Florida limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The Plan of Merger was unanimously approved by written consent of the Manager and Members of the Merged Company on December 29, 2010.

**FIFTH:** The Plan of Merger was unanimously adopted by written consent of the sole Director and sole Shareholder of the Surviving Company in accordance with §607.1105(1)(d) of the Corporation Act effective on December 29, 2010.

**SIXTH:** The merger shall become effective as of December 29, 2010 ("Effective Date").

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger  
this 29<sup>th</sup> day of December, 2010


**MERGED COMPANY:**

**SENTINEL INVESTMENT GROUP, LLC,**  
a Florida limited liability company

By:   
Richard A. Burt, as Manager

**SURVIVING CORPORATION:**

**HOUGHTON, INC.,** a Florida  
corporation

By:   
George Houghton, as President

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AGREEMENT AND PLAN OF MERGER

See attached.

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TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER**

**By and Between**

**SENTINEL INVESTMENT GROUP, LLC, a Florida limited liability company,**

**with and into**

**HOUGHTON, INC., a Florida corporation**

**Dated as of December 29, 2010**

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**AGREEMENT AND PLAN OF MERGER**

The following agreement and plan of merger ("Plan of Merger") was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.438 Florida Statutes, and other applicable law.

1. **Merging Company:** The name, address, document number, jurisdiction of organization and governing law of the Merging Company are:

**Name and Street Address**

**SENTINEL INVESTMENT  
GROUP, LLC**  
11 N. Summerlin Avenue  
Suite 210  
Orlando, FL 32801

**Jurisdiction**

Florida

**Entity Type**

Limited Liability  
Company

FL Document/Registration Number: L10000131373

2. **Surviving Corporation:** The name, address, document number, jurisdiction of organization and governing law of the Surviving Corporation are:

**Name and Street Address**

**HOUGHTON, INC.**  
93 Balmoral Drive  
Lake Placid, FL 33852

**Jurisdiction**

Florida

**Entity Type**

Corporation

FL Document/Registration Number: P00000021418

3. **Plan Adopted:** The terms and conditions of the Plan of Merger are set forth below. This Plan of Merger, which was approved by all of the Members and the Manager of the Merging Company, and the sole Shareholder and sole Director of the Surviving Corporation pursuant to joint written actions, is adopted as follows:

(a) The Merging Company shall be merged with and into the Surviving Corporation to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be: **HOUGHTON, INC.**

(c) Each 50% outstanding membership interest of the Merging Company shall be converted into shares of stock equal to 25% of the total authorized, issued and outstanding shares of stock of the Surviving Corporation.

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(d) The shares of stock of the Surviving Corporation outstanding prior to the Merger shall be cancelled and reissued following the merger to the new and existing shareholders of the Surviving Corporation as follows:

| <u>Shareholder</u> | <u>Number of Shares</u> |
|--------------------|-------------------------|
| George Houghton    | 500                     |
| Richard A. Burt    | 250                     |
| Steve Parmee       | 250                     |

(e) When this plan of merger shall become effective, the separate existence of the Merging Company shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(f) The Surviving Corporation will carry on business with the assets of the Merging Company.

(g) The Articles of Incorporation of the Surviving Corporation, as existing on the Effective Date, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

4. **Directors.** The individual who is serving as the sole Director of the Surviving Corporation on the Effective Date shall remain and continue to serve as the Director, along with Richard A. Burt and Steven Parmee, of the Surviving Corporation; and such Directors shall hold office until their respective successors are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

5. **Effective Date:** The merger shall become effective upon filing of the Articles of Merger with the Florida Secretary of State's office.

**MERGED COMPANY:**

**SENTINEL INVESTMENT GROUP, LLC,**  
a Florida limited liability company

**SURVIVING CORPORATION:**

**HOUGHTON, INC.,** a Florida  
corporation

By: \_\_\_\_\_  
Richard A. Burt, as Manager

By: \_\_\_\_\_  
George Houghton, as President