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Division of Corporations

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MERGER OR SHARE EXCHANGE

Phillip Roy Financial Services, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
BETWEEN
PHIL & ASSOC., INC.
AND
PHILLIP ROY FINANCIAL SERVICES, LLC

P02 - 17368

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following articles of merger:

1. Annexed to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Phil & Assoc., Inc., a Florida corporation with its principal office located at 28463 U.S. Highway 19 North, Suite 102, Clearwater, Florida 33761 (the "Merging Corporation") with and into Phillip Roy Financial Services, LLC, a Delaware limited liability company with its principal office located at 28463 U.S. Highway 19 North, Suite 102, Clearwater, Florida 33761 (the "Surviving Company").

2. The sole shareholder and sole member of the board of directors of the Merging Corporation approved and adopted the Plan of Merger by written consent on July 22, 2004. Accordingly, the Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

3. The merger of the Merging Corporation with and into the Surviving Company is permitted by the laws of the jurisdiction of organization of Delaware, has been authorized in compliance with said laws, and is not prohibited by the Certificate of Formation or the Limited Liability Operating Agreement of the Surviving Company. The date of approval and adoption of the Plan of Merger by the sole member and manager of the Surviving Company entitled to vote on the Plan of Merger was July 22, 2004.

4. The merger shall become effective as of the date these articles of merger are filed with the Florida Secretary of State.

5. The principal office of the Surviving Company in Delaware is 28463 U.S. Highway 19 North, Suite 102, Clearwater, Florida 33761. The Surviving Company is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of the Merging Corporation. The Surviving Company has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

6. These articles of merger and the Plan of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on
this 22nd day of July, 2004.

PHIL & ASSOC., INC.
a Florida corporation

By: Phillip R. Wasserman

Name: Phillip R. Wasserman

Title: President

PHILLIP ROY FINANCIAL
SERVICES, LLC,
a Delaware limited liability company

By: Phillip R. Wasserman

Name: Phillip R. Wasserman

Title: Sole Manager

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LLA/ASSOC.

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
PHIL & ASSOC., INC.
AND
PHILLIP ROY FINANCIAL SERVICES, LLC**

AGREEMENT AND PLAN OF MERGER adopted by Phil & Assoc., Inc., a business corporation organized under the laws of the State of Florida, by written consent of its Board of directors and sole shareholder as of July 22, 2004, and adopted by Phillip Roy Financial Services, LLC, a limited liability company organized under the laws of the State of Delaware, by written consent of its sole member and manager as of July 22, 2004.

WHEREAS, the names of the companies planning to merge are Phil & Assoc., Inc., a business corporation organized under the laws of the State of Florida and Phillip Roy Financial Services, LLC, a limited liability company organized under the laws of the State of Delaware. The name of the surviving company into which Phil & Assoc., Inc., a Florida corporation (the "Corporation") plans to merge is Phillip Roy Financial Services, LLC, a Delaware limited liability company (the "Company");

WHEREAS, the board of directors and sole shareholder of the Corporation and the sole member and manager of the Company (the "Member") deem it advisable that the Corporation merge with and into the Company as hereinafter specified;

WHEREAS, for U.S. federal income tax purposes, it is intended that the merger of Corporation with and into the Company shall qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Corporation and the Company agree as follows:

1. The Corporation and the Company shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of the Company be merged with and into a single limited liability company, the Company, which shall be the surviving company upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of the Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. At the effective time and date of the merger, the surviving company shall assume all of the liabilities and obligations of the non-surviving corporation. At the effective time and date of the merger, the surviving company shall possess all the rights, privileges, immunities, powers, and purposes, of the non-surviving corporation; all the property, real and personal, shall vest in the surviving company without further act or deed; and the surviving company shall assume and be liable for all the liabilities, obligations, and penalties of the surviving company and the non-surviving corporation.

3. The Merger shall be effective as of the date the articles of merger are filed with the Florida Secretary of State (the "Effective Date").

4. The Certificate of Formation of the Company will be the Certificate of Formation of the surviving company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

5. The Limited Liability Operating Agreement of the Company, as amended to date, shall be the Limited Liability Operating Agreement of the surviving company and shall continue in full force and effect until changed, altered, or amended as provided in such Limited Liability Operating Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

6. The Member of the Company immediately prior to the Effective Date shall remain the sole member of the surviving company.

7. The directors and officers in office of the non-surviving corporation at the Effective Date shall without any further action on the part of such directors and officers, cease to serve in such capacity.

8. At the Effective Date, by virtue of the merger and without any further action on the part of the non-surviving corporation, each issued and outstanding share of the common stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall be called and extinguished and cease to exist.

9. At the Effective Date, by virtue of the merger and without any further action on the part of the surviving company, the membership interests of the Member in the Company shall continue to exist.

10. In the event that the merger of the non-surviving corporation with and into the surviving company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving company, the non-surviving corporation and the surviving company hereby stipulate that they shall cause the appropriate officers or members or managers, as applicable, to execute, file and/or record any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The board of directors, the proper officers, members or managers, as applicable, of the non-surviving corporation and of the surviving company, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

12. The names and business address of the sole member of the surviving company is as follows:

<u>Name</u>	<u>Address</u>
Phillip R. and Diane Wasserman, as joint tenants by the entireties	28463 U.S. Highway 19 North, Suite 402 Clearwater, Florida 33761

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on this day of July 22, 2004.

PHIL & ASSOC., INC.
a Florida corporation

By: *Phillip Wasserman*
Name: Phillip R. Wasserman
Title: President

PHILLIP ROY FINANCIAL
SERVICES, LLC,
a Delaware limited liability company

By: *Phillip Wasserman*
Name: Phillip R. Wasserman
Title: Sole Manager

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