

PD5000096006

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(City/State/Zip/Phone #)

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(Business Entity Name)

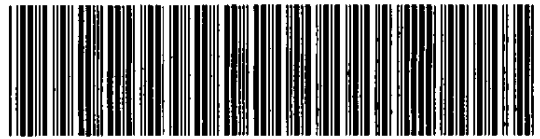
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY - 5 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PCG-RMG Realty, Inc.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Andrew S. Goldwyn

Contact Person

Andrew S. Goldwyn, P.A.

Firm/Company

2500 N. Military Trail, Suite 200

Address

Boca Raton, FL 33431

City, State and Zip Code

agoldwyn@asg-law.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Andrew S. Goldwyn

Name of Contact Person

at (561)

322-1751

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

**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>
Sunbelt Land Group, LLC	Florida	limited liability company LC5-67261
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
PCG-RMG Realty, Inc.	Florida	corporation P05-96006

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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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:

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 entitles 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:

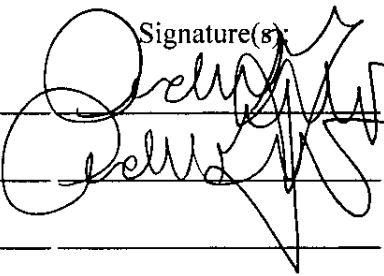
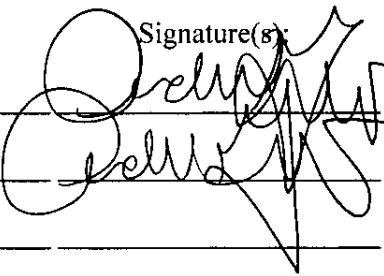
Street address: _____

Mailing address: _____

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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:
Sunbelt Land Group, LLC		Andrew S. Goldwyn
PCG-RMG Realty, Inc.		Andrew S. Goldwyn

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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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>
Sunbelt Land Group, 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>
PCG-RMG Realty, Inc.	Florida	corporation

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

The Board of Directors of PCG-RMG Realty, Inc. ("PCG-RMG") and the Managers and Members of Sunbelt Land Group, LLC, a wholly owned subsidiary of PCG-RMG ("Sunbelt") have determined that it is advisable that Sunbelt be merged with and into PCG-RMG, with PCG-RMG continuing as the surviving corporation (the "Merger"). As a result of the Merger, the separate existence of Sunbelt shall cease and PCG-RMG shall continue as the Surviving Corporation of the Merger. The Merger shall become effective upon such filing of the Certificate of Merger.

(Attach additional sheet if necessary)

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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:

At the effective time of the Merger, each unit of Sunbelt issued and outstanding
prior to the effective time of the Merger shall be cancelled and retired and all rights
in respect thereof shall cease to exist without any conversion thereof or payment
therefor and no stock of PCG-RMG or other consideration shall be delivered in
exchange therefor. At the effective time of the Merger, the unit transfer books for
Sunbelt shall be deemed closed, and no transfer of such shares shall thereafter be
made or consummated. All assets of Sunbelt, including but not limited to any and
all real property owned by Sunbelt, shall become the property of PCG-RMG.

(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:

Thereafter, PCG-RMG shall take such steps to dissolve Sunbelt.

(see above)

(Attach additional sheet if necessary)

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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:

(see above)

(Attach additional sheet if necessary)

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

(see above)

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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