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BLALOCK, WALTERS

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Division of Corporations

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**P05000144844**

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MERGER OR SHARE EXCHANGE  
TMFS-TAMPA, INC.

Certificate of Status	0
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ARTICLES OF MERGER  
OF  
TMFS-TAMPA, INC.  
AND  
TMFS-SARASOTA, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is TMFS-Tampa, Inc., a Florida corporation (Document Number P05000144844).
2. The name of the merging corporation is TMFS-Sarasota, Inc., a Florida corporation (Document Number P07000125012).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the Shareholders of all classes of stock of TMFS-Tampa, Inc. on September 29, 2011.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the Shareholders of all classes of stock of TMFS-Sarasota, Inc. on September 29, 2011.
5. The effective date of the merger is September 29, 2011.

Dated: September 29, 2011

TMFS-TAMPA, INC.

By: [Signature]  
Sean Abrams, President

TMFS-SARASOTA, INC.

By: [Signature]  
Sean Abrams, President

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan"), is made and entered into effective September 29, 2011, by and between TMFS-TAMPA, INC., a Florida corporation (the "Surviving Corporation") and TMFS-SARASOTA, INC., a Florida corporation (the "Merging Corporation").

**RECITALS**

- A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2090 Badlands Dr., Brandon, FL 33511.
- B. The Surviving Corporation is authorized to issue TEN THOUSAND (10,000) shares of voting common stock, of which TEN THOUSAND (10,000) shares are issued and outstanding.
- C. The Merging Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8480 Cooper Creek Blvd., Suite 103, University Park, FL 34201.
- D. The Merging Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, of which TEN THOUSAND (10,000) shares are issued and outstanding.
- E. The board of directors and shareholders of each of the constituent corporations deem it desirable and in the best business interests of the corporations that the Merging Corporation be merged with and into the Surviving Corporation, pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

**AGREEMENT**

- 1. **Merger.** The Merging Corporation shall merge with and into the surviving corporation, which shall be the Surviving Corporation.
- 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the

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Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the Merging Corporation with and into shares of the Surviving Corporation is as follows:

a. Each share of the common stock of the Merging Corporation, issued and outstanding on the effective date of the merger, shall be surrendered and shall no longer be issued and outstanding automatically upon the Effective Date (as defined below) of the merger.

b. The shareholders of the Surviving Corporation shall continue to own the same shares of stock in the Surviving Corporation as prior to the merger.

4. **Approval by Shareholders.** This Plan shall be submitted for the approval of the shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida at such time as to which the boards of directors of the constituent corporations determine.

5. **Effective Date of Merger.** The effective date and time of this merger shall be September 29, 2011 (the "Effective Date").

6. **Execution of Agreement.** This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall be deemed one and the same instrument. Delivery of an executed counterpart of this Plan by facsimile or an email containing a .pdf file shall be equally effective as delivery of a manually executed counterpart. In the event of delivery by facsimile or via email, the parties hereto shall use all reasonable efforts also to deliver manually signed counterparts as soon thereafter as is practicable.

Executed on behalf of the parties by their officers pursuant to the authorization of their respective board of directors and shareholders on the date first above written.

SURVIVING CORPORATION:

MERGING CORPORATION:

TMFS-TAMPA, INC.

TMFS-SARASOTA, INC.

By: 

Sean Abrams, President

By: 

Sean Abrams, President

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