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**706000055317**

**Florida Department of State  
Division of Corporations  
Public Access System**

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SECRETARY OF STATE  
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*Heather Chapman X.2908*

**MERGER OR SHARE EXCHANGE**

**MASSIE CORPORATION**

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← should this be \$60.00?

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Massie Corporation	Florida	Corporation Pol-55317
Massie Holdings, L.L.C.	Delaware	LLC Mol-3173

**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>
Massie Corporation	Florida	Corporation

**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:  
08/04/2006

**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.:

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

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

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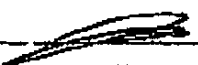

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Massie Corporation		Jeffrey H Massie
Massie Holdings, L.L.C.		Jeffrey H Massie

**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

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

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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>
Massie Corporation	Florida	Corporation
Massie Holdings, L.L.C.	Delaware	LLC

**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>
Massie Corporation	Florida	Corporation

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

Merging Massie Holdings, L.L.C. (a wholly owned subsidiary of Massie Corporation) into the parent company Massie Corporation. Massie Holdings, L.L.C. is a single member LLC with Massie Corporation being the sole member. The merger shall have an effective date of 08/04/2006.

*(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:

All membership units issued are owned by Massie Corporation. All assets, securities and interests will

be owned by the holders of record of the common stock of Massie Corporation.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into the ~~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:

No options/rights to acquire have been issued.

*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*

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

None

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

None

*(Attach additional sheet if necessary)*

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