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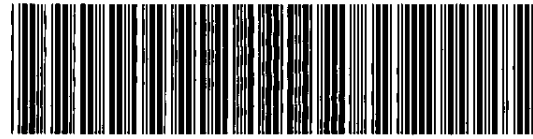
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

JAN 9 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Allen, Allen & Allen, 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:

David H. Peek

Contact Person

Smith, Gambrell & Russell, LLP

Firm/Company

50 North Laura Street - Ste 2600

Address

Jacksonville, FL 32202

City, State and Zip Code

edina54@yahoo.com

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

For further information concerning this matter, please call:

David H. Peek

Name of Contact Person

at ( 904 )

598-6139

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

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**ARTICLES OF MERGER  
OF  
E & B PROPERTIES AND INVESTMENTS, LLC**  
a Florida limited liability company  
**INTO**  
**ALLEN, ALLEN & ALLEN, INC.**  
a Florida corporation

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Pursuant to the provisions of Sections 607.1105 and 608.4382, Florida Statutes, the undersigned limited liability company and corporation certify as follows:

**FIRST:** The names of the entities that are parties to the merger are E & B PROPERTIES AND INVESTMENTS, LLC, a Florida limited liability company, and ALLEN, ALLEN & ALLEN, INC., a Florida corporation.

**SECOND:** ALLEN, ALLEN & ALLEN, INC. shall be the surviving entity.


**THIRD:** The Plan of Merger (the "Plan of Merger") was approved by unanimous Written Consent of the Managers and Members of E & B PROPERTIES AND INVESTMENTS, LLC, by Unanimous Written Consent on December 1, 2001, and by the Board of Directors of ALLEN, ALLEN & ALLEN, INC. on December 1, 2001.

**FOURTH:** A copy of the Plan of Merger as approved by the Managers and Members of E & B PROPERTIES AND INVESTMENTS, LLC and by the Board of Directors of ALLEN, ALLEN & ALLEN, INC. is attached hereto as Exhibit A.


**FIFTH:** ALLEN, ALLEN & ALLEN, INC. agrees to promptly pay to the dissenting members of E & B PROPERTIES AND INVESTMENTS, LLC the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

**DATED** December 1, 2011

**E & B PROPERTIES AND INVESTMENTS,  
LLC**

By:   
Edina C. Allen  
Its: Managing Member

**ALLEN, ALLEN & ALLEN, INC.**

By:   
Robert C. Allen  
Its: President

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PO 9000023971

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**E & B PROPERTIES AND INVESTMENTS, LLC**  
a Florida limited liability company  
**INTO**  
**ALLEN, ALLEN & ALLEN, INC.**  
a Florida corporation

This PLAN OF MERGER dated December 1, 2011 is made by and between ALLEN, ALLEN & ALLEN, INC., a Florida corporation ("AAA"), and E & B PROPERTIES AND INVESTMENTS, LLC, a Florida limited liability company ("E&B").

WHEREAS, the Board of Directors of E&B and the Managers and Members of AAA deem it advisable and in the best interest of AAA and E&B and their respective shareholders and members to merge E&B with and into AAA, with AAA designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. AAA and E&B shall be merged with and into a single corporation, with AAA being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of E&B shall cease.
2. The Articles of Incorporation of AAA shall continue to be the Articles of Incorporation of the surviving entity until amended as therein provided.
3. The bylaws of AAA shall continue to be the bylaws of the surviving entity until changed, altered or amended as therein provided.
4. The following individuals shall serve on the Board of Directors of AAA from and after the effective time of the merger until their respective successors are elected and qualified or their earlier resignation or removal:

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TALLAHASSEE, FLORIDA

Robert C. Allen  
13465 NE 44<sup>th</sup> Court  
Anthony, FL 32617

Edina C. Allen  
13465 NE 44<sup>th</sup> Court  
Anthony, FL 32617

5. From and after the effective time of the merger, each issued and outstanding unit of ownership of E&B immediately prior to the merger shall automatically, and without any action on the part of the holders thereof, be cancelled.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of AAA or the managers and members of E&B.

7. Pursuant to the Florida Chapters 607 and 608, this Plan of Merger has been approved by the managers and members of E&B and duly adopted by the Board of Directors of AAA.

8. The effective date of this merger shall be December 31, 2011.

**IN WITNESS WHEREOF**, the undersigned have executed this Plan of Merger the day and year first written above.

E & B PROPERTIES AND INVESTMENTS,  
LLC, a Florida limited liability company

By: Edina C. Allen

Name: Edina C. Allen  
Its: Managing Member

ALLEN, ALLEN & ALLEN, INC.  
a Florida corporation

By: Robert C. Allen

Name: Robert C. Allen  
Its: President