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MERGER OR SHARE EXCHANGE
THE SOBOL LAW FIRM P.A.

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ARTICLES OF MERGER
OF
ELLSLEY & ASSOCIATES, P.A.
WITH AND INTO
THE SOBOL LAW FIRM P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are as follows:

The Sobol Law Firm P.A., a Florida professional corporation, Document Number P09000058244.

SECOND: The name and jurisdiction of the merging corporation is as follows:

Ellsley & Associates, P.A., a Florida professional corporation, Document Number P09000079883.

THIRD: The Plan and Agreement of Merger is attached ("Plan of Merger").

FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Pursuant to the Plan of Merger, upon the effective date of the merger, the name of the surviving corporation shall be changed to "Ellsley Sobol Holding Company, P.A.".

SIXTH: Upon the effective date of the merger, the sole purpose of the surviving corporation shall be to act as the member of Ellsley Sobol, P.L., a Florida professional limited liability company (the "Subsidiary"), and to engage in any and all lawful activities permitted by law in furtherance of the business of the Company and the Subsidiary.

SEVENTH: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on April 9, 2014.

EIGHTH: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the sole shareholder of the merging corporation on April 9, 2014.

NINTH: SIGNATURES FOR EACH CORPORATION

SURVIVING CORPORATION:

THE SOBOL LAW FIRM P.A.,
a Florida professional corporation

By: _____

Scott Sobol, President

MERGING CORPORATION:

ELLSLEY & ASSOCIATES, P.A.,
a Florida professional corporation

By: _____

Eric M. Ellsley, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of April 9, 2014, is entered into by and between The Sobol Law Firm P.A., a Florida professional corporation ("Sobol"), and Ellsley & Associates, P.A., a Florida professional corporation ("Ellsley").

WITNESSETH:

WHEREAS, Sobol is a professional corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, Sobol is authorized to issue 10 shares of common stock (the "Sobol Common Stock"), of which five (5) shares are issued and outstanding;

WHEREAS, Ellsley is a professional corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, Ellsley is authorized to issue 1,000 shares of common stock (the "Ellsley Common Stock"), of which five (5) shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of Sobol and Ellsley deem it advisable and in the best interests of their respective corporations and shareholders to have Ellsley merge with and into Sobol, with Sobol as the surviving corporation, pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and in a transaction which will qualify as a "reorganization" under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors and shareholders of each of Ellsley and Sobol have approved this Agreement and the Merger contemplated hereby;

WHEREAS, Sobol and Ellsley and their respective shareholders believe it is advisable and in their mutual interests that Sobol carry on and continue the historic business of Ellsley after the Merger.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE I
THE MERGER

On the effective date of the Merger and in accordance with the laws of the State of Florida, Ellsley shall merge with and into Sobol, with Sobol being the corporation surviving the Merger as a professional corporation organized and existing under the laws of the State of Florida (hereinafter sometimes referred to as the "Surviving Corporation").

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ARTICLE II
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix A hereto (the "Articles of Merger"), executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE III
CERTAIN RESULTS OF THE MERGER

1. Succession by Surviving Corporation; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof, Ellsley and Sobol shall become and be a single professional corporation, with Sobol as the Surviving Corporation, and the separate corporate existence of Ellsley and Sobol shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(a) The Articles of Incorporation of Sobol as in effect immediately prior to the Merger becoming effective shall be the Articles of Incorporation of the Surviving Corporation, except to the extent amended in accordance with this Agreement and the Articles of Merger.

(b) The Bylaws of Sobol in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation.

(c) Immediately after the Merger, the directors of the Surviving Corporation shall be Scott Sobol and Eric M. Ellsley.

3. Name of Surviving Corporation. On the Effective Date of the Merger, the name of the Surviving Corporation shall be changed to "Ellsley Sobol Holding Company, P.A."

ARTICLE IV
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

1. Sobol Shares. Each share of the Sobol Common Stock issued and outstanding prior to the Effective Date of the Merger shall continue to be outstanding at and after the Effective Date of the Merger as a share of Sobol Common Stock of the Surviving Corporation.

2. Cancellation and Exchange of Ellsley Shares for Sobol Shares. Upon the Effective Date of the Merger, each share of Ellsley Common Stock, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired, and the Surviving Corporation shall issue to Eric M. Ellsley one (1) share of Sobol Common Stock for every one (1) share of Ellsley Common Stock canceled and retired (which, for the

avoidance of doubt, shall result in Eric M. Ellsley owning a total of five (5) shares of Sobol Common Stock in the Surviving Corporation immediately after the Effective Date of the Merger).

ARTICLE V
MISCELLANEOUS

1. Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

2. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

3. Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

4. Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

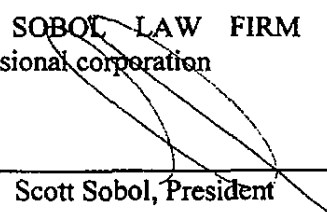
5. Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

ELLSLEY & ASSOCIATES, P.A., a Florida
professional corporation

By: 
Eric M. Ellsley, President

THE SOBOL LAW FIRM P.A., a Florida
professional corporation

By: 
Scott Sobol, President

04/08/2014 11:55 FAX

Stearns Weaver Miller

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APPENDIX A
ARTICLES OF MERGER

**ARTICLES OF MERGER
OF
ELLSLEY & ASSOCIATES, P.A.
WITH AND INTO
THE SOBOL LAW FIRM P.A.**

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By: _____
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ELLSLEY & ASSOCIATES, P.A.,
a Florida professional corporation

By: _____
Eric M. Ellsley, President