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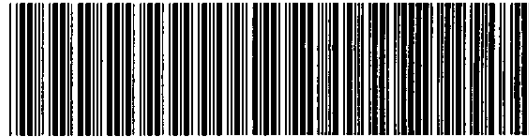
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. LEWIS

DEC 9 2010

EXAMINER

RONALD A. CRISTALDI
813.221.7152
rcristaldi@slk-law.com

December 3, 2010

VIA FEDERAL EXPRESS #7965 1332 6590

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger – CRIBIS Corporation and APPRO CRIF, LLC

Dear Sir or Madam:

Enclosed for filing, please find one original and one copy of Articles of Merger of APPRO CRIF, LLC, a Louisiana Limited Liability Company, into CRIBIS Corporation, a Florida Corporation. Also enclosed is Shumaker, Loop & Kendrick, LLP's check number 101309 in the amount of \$78.75 for payment of the filing fee and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,



Ronald A. Cristaldi

RAC/kc
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CRIBIS Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ronald A. Christaldi
Contact Person

Shumaker, Loop & Kendrick, LLP
Firm/Company

101 East Kennedy Boulevard, Suite 2800
Address

Tampa, Florida 33602
City/State and Zip Code

rchristaldi@slk-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Grieco At (813) 221-7427
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
AND
CERTIFICATE OF MERGER
OF
APPRO CRIF LLC, A LOUISIANA LIMITED LIABILITY COMPANY
INTO
CRIBIS CORPORATION, A FLORIDA CORPORATION**

Pursuant to Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 12:1362 of the Louisiana Limited Liability Company Law (the "Louisiana Law"), CRIBIS CORPORATION, a Florida corporation ("CRIBIS") adopts the following Articles of Merger and Certificate of Merger on behalf of itself and APPRO CRIF LLC, a Louisiana limited liability company ("APPRO CRIF"):

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1. Surviving Corporation. CRIBIS CORPORATION, a Florida corporation and owner of 100% of the issued and outstanding membership interests in each of APPRO CRIF, shall be the surviving corporation (the "Surviving Corporation"). The principal address of the Surviving Corporation is 3505 East Frontage Road, Suite 175, Tampa, Florida 33607.
2. Merging Entity. APPRO CRIF LLC, a Louisiana limited liability company and a wholly-owned subsidiary of the surviving corporation with a principal address of 7173 Florida Boulevard, Suite 100, Baton Rouge, Louisiana 70806 shall be the merging entity. The merging entity shall be merged with and into the surviving corporation.
3. The Plan and Agreement of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.
4. The Plan and Agreement of Merger sets forth the terms of the merger of APPRO CRIF, a wholly-owned subsidiary of CRIBIS (the "Subsidiary"), with and into CRIBIS (the "Parent") and was approved and adopted in a resolution by the sole director of CRIBIS, in its capacity as the Surviving Corporation and in its capacity as the sole member of APPRO CRIF, on November 30, 2010. The approval of the shareholders of CRIBIS is not required pursuant to Section 607.1103(7) of the Florida Act. The Plan and Agreement of Merger was approved and adopted in a resolution by the Manager of APPRO CRIF on November 30, 2010.
5. Pursuant to Section 607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the merger may be on or after the date of the filing of these Articles of Merger with the Secretary of State of Florida. The date and time of the effectiveness of the merger shall be December 31, 2010.
6. Under the Plan and Agreement of Merger, and pursuant to Section 607.11101 of the Florida Act and Section 12:1361 of the Louisiana Law, the separate existence of APPRO CRIF shall cease by means of a merger of APPRO CRIF with and into CRIBIS with CRIBIS being the surviving corporation.
7. Upon the effectiveness of the merger, pursuant to Section 12:1362(B) of the Louisiana Law, the Surviving Corporation shall be subject to service of process in Louisiana in any proceeding for enforcement of any obligation of APPRO CRIF and for enforcement of any obligation of the Surviving Corporation arising from the merger.

8. Copies of (i) the resolutions by written consent of the sole director of CRIBIS dated November 30, 2010 and (ii) the resolutions by written consent of the Manager of APPRO CRIF dated November 30, 2010, in each case adopting the Plan and Agreement of Merger, are attached hereto as Exhibit B and incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Surviving Corporation has executed these Articles of Merger and Certificate of Merger this 30th day of November 2010.

ATTEST:

CRIBIS CORPORATION

By: Carl. Gherardi
Carlo Gherardi, Secretary
(Corporate Seal)

By: Carl. Gherardi
Carlo Gherardi, as President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Exhibit A
Plan of Merger

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "**Plan**") adopted and entered into by CRIBIS Corporation, a Florida corporation ("**CRIBIS**") and APPRO CRIF LLC, a Louisiana limited liability company and wholly-owned subsidiary of CRIBIS ("**APPRO CRIF**") dated as of November 30, 2010, sets forth the terms of the merger of APPRO CRIF with and into CRIBIS in accordance with Sections 607.1103 and 607.1108 of the Florida Business Corporation Act (the "**Florida Act**") and Sections 12:1358 and 12:1362 of the Louisiana Limited Liability Company Law (the "**Louisiana Law**").

WITNESSETH:

WHEREAS, CRIBIS owns 100% of the outstanding membership interests in APPRO CRIF.

WHEREAS, CRIBIS and APPRO CRIF desire to merge APPRO CRIF with and into CRIBIS, with CRIBIS being the surviving corporation (the "**Merger**"), and CRIBIS's corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the Merger except as set forth herein.

WHEREAS, the sole director of CRIBIS, in its capacity as the surviving corporation and in its capacity as the sole member of APPRO CRIF, has determined that it is advisable and in the best interest of CRIBIS that APPRO CRIF be merged with and into CRIBIS, on the terms and conditions set forth herein and in accordance with §§607.1103 and 607.1108 of the Florida Act and §§12:1358 and 12:1362 of the Louisiana Law.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

1. Surviving Corporation. CRIBIS Corporation, a Florida corporation, shall be the surviving corporation.
2. Merging Entities. APPRO CRIF LLC, a Louisiana limited liability company and a wholly-owned subsidiary of the surviving corporation with a principal address of 7173 Florida Boulevard, Suite 100, Baton Rouge, Louisiana 70806 shall be the merging entity. The merging entity shall be merged with and into the surviving corporation.
3. Effect of Merger. The Merger shall become effective on December 31, 2010 (the "**Effective Date**"). The separate existence of APPRO CRIF shall cease on the Effective Date and CRIBIS shall be fully vested in the rights, privileges, immunities, powers, and franchises of APPRO CRIF, and subject to and responsible for its restrictions, liabilities, disabilities, and duties of APPRO CRIF, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 12:1361 of the Louisiana Law.
 - 3.1 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of CRIBIS, as previously amended and in effect immediately before the Effective Date shall, without any changes, be the Articles of Incorporation of CRIBIS from and after the Effective Date until altered, amended, or repealed in accordance with the provisions thereof and with the Florida Act.

3.2 Bylaws of the Surviving Corporation. The Bylaws of CRIBIS as previously amended and in effect immediately before the Effective Date, shall, without any changes, be the Bylaws of CRIBIS from and after the Effective Date until altered, amended or repealed in accordance with the provisions thereof, with the provisions of the Articles of Incorporation of CRIBIS and with the Florida Act.

3.3 Directors of Surviving Corporation. The sole director of CRIBIS immediately before the Effective Date shall continue to be the sole director of CRIBIS from and after the Effective Date until his successor is duly elected or appointed, or until his death, resignation, or removal in accordance with the provisions of the provisions of the Articles of Incorporation or CRIBIS, with the Bylaws of CRIBIS and with the Florida Act.

3.4 Officers of Surviving Corporation. The officers of CRIBIS immediately before the Effective Date shall be the officers of CRIBIS, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal in accordance with the provisions of the provisions of the Bylaws of CRIBIS.

4. Conversion of Membership Interests. CRIBIS owns 100% of the outstanding membership interests in APPRO CRIF so that on the Effective Date, each unit of membership interests in APPRO CRIF held by CRIBIS shall, by virtue of the Merger and without any action on the part of CRIBIS on the one hand, or APPRO CRIF, on the other hand, be canceled simultaneously with the effectiveness of the Merger. Each share of stock of CRIBIS that is issued and outstanding on the Effective Date shall continue as an outstanding share of stock of CRIBIS and shall retain identical designations, preferences, limitations and relative rights immediately after the Effective Date as it had prior to the Effective Date.

5. Supplemental Action. If, at any time after the Effective Date, CRIBIS shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan or to effectuate the Merger, the appropriate officers of CRIBIS on the one hand, or APPRO CRIF, on the other hand, whether past or remaining in office, shall execute and deliver, upon the request of CRIBIS, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in CRIBIS, or to otherwise carry out the provisions of this Plan or to effectuate the Merger.

6. Filing with the Florida Secretary of State and Louisiana Secretary of State and Effective Date. CRIBIS shall cause its President or Chief Executive Officer or other duly authorized officer to execute the Articles of Merger and Certificate of Merger (the "**Articles of Merger**") on behalf of CRIBIS in the form attached to this Plan, and upon execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles of Merger and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by CRIBIS to the Florida Secretary of State and to the Louisiana Secretary of State. In accordance with Section 607.1105 of the Florida Act and Section 12:1360 of the Louisiana Law, the Articles of Merger shall specify the "Effective Date", which shall be December 31, 2010.

7. Approval. This Plan was approved and adopted by the sole director of CRIBIS, in its capacity as the surviving corporation, in accordance with Section 607.1103 of the Florida Act and, in its capacity as

the sole member of APPRO CRIF, in accordance with Section 12:1359 of the Louisiana Law. The approval of the shareholders of CRIBIS is not required pursuant to Section 607.1103(7) of the Florida Act. There are no other holders of membership interests in APPRO CRIF to which notice of the Merger or this Plan is to be given. This Plan was approved and adopted by the Manager of APPRO CRIF.

8. Federal Income Tax Treatment of Merger. APPRO CRIF is a single member limited liability company and is a disregarded entity for U.S. federal income tax purposes. Since CRIBIS, as the sole member of APPRO CRIF, will be the surviving corporation in connection with the Merger, there will effectively be no U.S. federal income tax consequences as a result of consummation of the Merger.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by written consent of the sole director of CRIBIS, or may be amended or modified in whole or in part at any time by written consent of the sole director of CRIBIS in accordance with Section 607.1103 of the Florida Act.

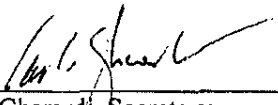
10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by written consent of the sole director of CRIBIS.

11. Severability. In case any provision of this Plan shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan shall not in any way be affected and shall continue in full force and effect.

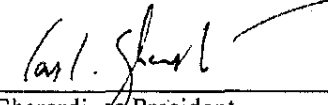
12. Governing Law. This Plan and the Merger shall be construed and interpreted in accordance with, and governed by, the laws of the State of Florida, without giving effect to the principles of conflicts of laws.

IN WITNESS WHEREOF, pursuant to authority duly given by the sole director of CRIBIS and the Manager of APPRO CRIF, this Plan and Agreement of Merger has been signed on behalf of said corporation or limited liability company, as the case may be, by their duly authorized officers or representatives, all on the date, month and year first written above.

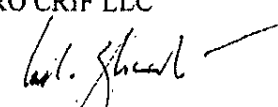
ATTEST:

By: 
Carlo Gherardi, Secretary
(Corporate Seal)

CRIBIS CORPORATION

By: 
Carlo Gherardi, as President

APPRO CRIF LLC

By: 
Carlo Gherardi, as Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Exhibit B
Authorizing Resolutions Adopted by CRIBIS and APPRO CRIF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACTION BY WRITTEN CONSENT OF THE
SOLE DIRECTOR OF
CRIBIS CORPORATION**

The undersigned, as the sole director (the "**Director**") of CRIBIS Corporation, a Florida corporation (the "**Company**") agrees, adopts, consents to, and orders the following corporate actions under Section 607.0821 of the Florida Business Corporation Act (the "**Act**") and, on behalf of the Company in its capacity as the sole member of APPRO CRIF (as defined below), in accordance with Section 12:1359 of the Louisiana Limited Liability Company Law (the "**Louisiana Law**"):

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

2. The undersigned adopts the following corporate actions:

WHEREAS, the Director has determined it to be in the best interests of the Company to consolidate its corporate structure and merge its wholly-owned subsidiaries with and into the Company;

WHEREAS, the Company desires to merge APPRO CRIF LLC, a Louisiana limited liability company of which the Company owns 100% of the issued and outstanding membership interests ("**APPRO CRIF**") with and into the Company, with the Company being the surviving corporation (the "**Merger**") upon the terms and conditions set forth in the Plan and Agreement of Merger (the "**Plan**") substantially in the form attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, the Company intends to execute the Articles of Merger and Certificate of Merger and file them (i) with the Florida Secretary of State in accordance with Sections 607.1104 and 607.1105 of the Act and (ii) on behalf of APPRO CRIF with the Louisiana Secretary of State in accordance with Section 12:1360 of the Louisiana Law.

NOW, THEREFORE

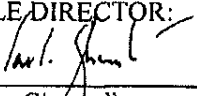
BE IT RESOLVED, that the Merger and the Plan and all of the transactions contemplated thereby are adopted, approved, and consented to by the Company, in its capacity as the surviving corporation and in its capacity as the sole member of APPRO CRIF, and Carlo Gherardi, in his capacity as the Company's President and in his capacity as manager of APPRO CRIF, and his designees, are authorized and directed on behalf of the Company and APPRO CRIF to negotiate, execute, and deliver the Plan and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Plan (including, without limitation, executing the Articles of Merger and Certificate of Merger as permitted by and in compliance with Sections 607.1104 and 607.1105 of the Act and Section 12:1360 of the Louisiana Law), with such deletions, modifications, or other changes deemed necessary or appropriate by such officers, in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company and/or APPRO CRIF, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary or appropriate to consummate the Merger and the other transactions contemplated by the Plan; and

BE IT FURTHER RESOLVED, that Carlo Gherardi, the Secretary of the Company, is authorized and directed to furnish copies of the Plan and the foregoing resolutions to any person or entity he deems necessary or appropriate and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, as the sole director of CRIBIS Corporation, executes the foregoing corporate action for the purpose of giving his consent to it as of November 30, 2010.

SOLE DIRECTOR:



Carlo Gherardi

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TALLAHASSEE, FLORIDA

