

S53761

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

FICO Financial Corp.

Certificate of Status	0
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ARTICLES OF MERGER
OF
BRECKENRIDGE VIII INVESTMENT CORP.
(a Florida corporation)
AND
EAST LAKE INVESTMENT CORP.
(a Florida corporation)
INTO
FICO FINANCIAL CORP.
(a Florida corporation)

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

FIRST: FICO Financial Corp., a Florida corporation, document number S53761, is the surviving corporation (the "Surviving Corp.").

SECOND: Breckenridge VIII Investment Corp., a Florida corporation, document number V13192, is a merging corporation (the "Merging Corp. 1").

THIRD: East Lake Investment Corp., a Florida corporation, document number V13198, is a merging corporation (the "Merging Corp. 2").

FOURTH: The Plan of Merger is attached hereto.

FIFTH: The merger shall become effective when the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Plan of Merger was adopted by Written Consent of the Sole Director and Sole Shareholder of the Surviving Corp. dated as of June 24, 2008.

SEVENTH: The Plan of Merger was adopted by Written Consent of the Sole Director and Sole Shareholder of the Merging Corp. 1 on June 24, 2008.

EIGHTH: The Plan of Merger was adopted by Written Consent of the Sole Director and Sole Shareholder of the Merging Corp. 2 on June 24, 2008.

[Signature page to follow]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first above written.

FICO FINANCIAL CORP.

By: 

Roland Rothpletz, President

BRECKENRIDGE VIII INVESTMENT CORP.

By: 

Roland Rothpletz, President

EAST LAKE INVESTMENT CORP.

By: 

Roland Rothpletz, President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes.

FIRST: FICO Financial Corp., a Florida corporation is the surviving corporation (the "Surviving Corp.").

SECOND: Breckenridge VII Investment Corp., a Florida corporation is a merging corporation (the "Merging Corp. 1").

THIRD: East Lake Investment Corp., a Florida corporation is a merging corporation (the "Merging Corp. 2").

FOURTH: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the Surviving Corp. as in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corp.
2. The Bylaws of the Surviving Corp. as in effect immediately prior to the merger shall be the Bylaws of the Surviving Corp.
3. The directors of the Surviving Corp. in office immediately prior to the merger shall be the directors of the Surviving Corporation.
4. The officers of the Surviving Corp. in office immediately prior to the merger shall be the officers of Surviving Corp.

FOURTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corp. or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, all issued and outstanding shares of the Surviving Corp. shall thereafter constitute all of the issued and outstanding shares of the Surviving Corp.
2. At the effective time of the merger, all issued and outstanding shares of Merging Corp. 1 shall be cancelled and retired and shall cease to exist.
3. At the effective time of the merger, all issued and outstanding shares of Merging Corp. 2 shall be cancelled and retired and shall cease to exist.

FIFTH: All assets and liabilities of Terminating Corp. shall become assets and liabilities of Surviving Corp.

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