

L.D. 1000017925

ANSBACHER & SCHNEIDER, P. A.
ATTORNEYS AT LAW

MAILING ADDRESS
P.O. Box 551260
JACKSONVILLE, FLORIDA 32255-1260

LEWIS ANSBACHER
MICHAEL N. SCHNEIDER
LAWRENCE V. ANSBACHER

TELEPHONE (904) 296-0100
FACSIMILE (904) 296-2842
WRITER'S INTERNET ADDRESS:
MICHAELSCHEIDER@JAXLAW.COM
DIRECT LINE: (904) 296-0637 X3002

December 20, 2001

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/25/01--01081--027
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Re: 1754 San Marco, L.L.C.

Dear Sir or Madam:

LO1-17925

I enclose the following:

- Articles of Merger in which 1754 San Marco, L.L.C. and Sue Ann Turner, a sole proprietor trading and doing business as "1754 San Marco" is merging into 1754 San Marco, L.L.C.
- Check in the amount of \$50.00 (\$25.00 for each entity)

12/12/02

Please send all correspondence relating to 1754 San Marco, L.L.C. to the attention of the LLC's Registered Agent as follows:

Michael N. Schneider
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255-1260

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 26 PM 1:57

If you need anything further, please call me at (904) 296-0100.

Very truly yours,

Ansbacher & Schneider, P.A.

Jan Beck
Jan Beck
Legal Assistant

/jb
Enclosures
01-0817.06

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SUE ANN TURNER, a sole proprietorship

into

1754 SAN MARCO, L.L.C., a Florida entity L01000017925

File date: December 26, 2001

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4381 and/or 622.02 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by the sole Member and the Manager of 1754 San Marco, LLC, a Florida limited liability company, whose address is 1625 Atlantic Boulevard, Jacksonville, Florida 32207, whose Florida document/registration number is L01000017925, whose FEI number is 265-88-2833 (hereinafter referred to as the "Surviving LLC") and Sue Ann Turner, a sole proprietorship trading and doing business as "1754 San Marco" (hereinafter referred to as the "Absorbed Sole Proprietorship") whose sole asset is that certain real property described on Exhibit A attached hereto:

PLAN OF MERGER

Section One. Merger. The Absorbed Sole Proprietorship shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Sole Proprietorship shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Sole Proprietorship, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Sole Proprietorship then owing as of such date with respect to the Absorbed Sole Proprietorship, and neither the rights of creditors nor any liens on the property of the Absorbed Sole Proprietorship shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the owner of the Absorbed Sole Proprietorship into Membership Units of the Surviving LLC is as follows:

The entire ownership interest in the Absorbed Sole Proprietorship held on the effective date of the merger shall be converted into 999 Membership Units of the Surviving LLC, which Membership Units of the Surviving LLC shall thereupon be issued and outstanding.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger, except that the Operating Agreement shall be amended to reflect the additional Membership Units issued to the owner of the Absorbed Sole Proprietorship.

Section Six. Manager. The Manager of the Surviving LLC on the effective date of the merger shall continue as the Manager of the Surviving LLC.

Section Seven. Approval by Members, Manager of Surviving LLC and Sole Proprietor. This Plan of Merger has been approved contemporaneously with the execution hereof by the sole Member of the Surviving LLC, the Manager of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Secretary of State.

2. The exact name, street address of its principal office, and jurisdiction of the Surviving LLC are as following:

NAME: 1754 San Marco, L.L.C. JURISDICTION: State of Florida
ADDRESS: 1625 Atlantic Boulevard
Jacksonville, FL 32207

FLORIDA DOCUMENT/REGISTRATION NUMBER: L01000017925

FEI NUMBER: 265-88-2833

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the sole Member of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

The undersigned 1754 San Marco, L.L.C. and Sue Ann Turner, a sole proprietor trading and doing business as "1754 San Marco", have caused these Articles of Merger of 1754 San Marco, L.L.C. and 1754 San Marco into 1754 San Marco, L.L.C., duly executed this ___ day of December, 2001.

1754 San Marco, L.L.C.,
a Florida limited liability company

By: Sue Ann Turner
Its Sole Member

"Surviving LLC"

Sue Ann Turner
Sue Ann Turner, a sole proprietor trading
and doing business as "1754 San Marco"

"Absorbed Sole Proprietorship"

FILED
SECRETARY OF STATE
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EXHIBIT A

Lot Thirteen (13), except Southeast Seven and Five Tenths (7.5) feet, Avondale Company's Replat of Block Fifteen (15), San Marco, according to plat recorded in Plat Book 17, Page 48, of the Current Public Records of Duval County, Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 26 PM 1:58