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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 12/22/05

REF. #: 001455.45967

CORP. NAME: ROSEHILL PROPERTIES, LLC merging into TRIPLE CROWN PROPERTIES, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 515431 FOR \$ 85.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |   |

Examiner's Initials

**CERTIFICATE OF MERGER**

The following Certificate of Merger is being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Triple Crown Properties, LLC 17598 Rockefeller Circle Suite 201 Fort Myers, Florida 33912	Florida	limited liability company
Florida Document/Registration Number: L02000031257		FEI Number: 11-3664604
2. Rosehill Properties, LLC 17598 Rockefeller Circle Suite 201 Fort Myers, Florida 33912	Florida	limited liability company
Florida Document/Registration Number: L01000018760		FEI Number: <u>22-3850336</u>

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Triple Crown Properties, LLC 17598 Rockefeller Circle Suite 201 Fort Myers, Florida 33912	Florida	limited liability company
Florida Document/Registration Number: L02000031257		FEI Number: 11-3664604

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Certificate of Merger is filed with Florida Department of State.

TENTH: The surviving entity has agreed to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 to 608.43595, Florida Statutes.

ELEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

DATED this 20<sup>th</sup> day of December, 2005.

**TRIPLE CROWN PROPERTIES, LLC, a  
Florida limited liability company**

By: Wesley W. Morgan  
Wesley W. Morgan  
As its Managing Member

**ROSEHILL PROPERTIES, LLC, a Florida  
limited liability company**

By: Wesley W. Morgan  
Wesley W. Morgan  
As its Managing Member

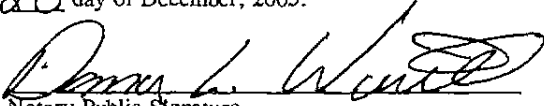
**STATE OF FLORIDA  
COUNTY OF CHARLOTTE**

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Wesley W. Morgan personally appeared before me,

as Managing Member of Triple Crown Properties, LLC, a Florida limited liability company, and executed or acknowledged his/her previous execution of this instrument. **I HEREBY FURTHER CERTIFY**, that Wesley W. Morgan, is the same person either executing or acknowledging execution of the foregoing instrument because:  I personally know him/her/them OR  I have satisfactory evidence of same based upon a  Florida driver's license or  Other identification:

20 day of December, 2005.

WITNESS my hand and official seal in the State and County aforesaid this



Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)

Dana L. Waits

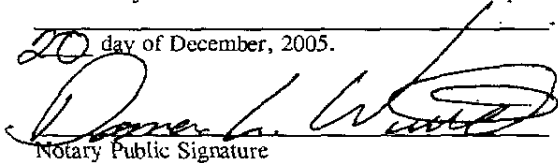


STATE OF FLORIDA  
COUNTY OF CHARLOTTE

**I HEREBY CERTIFY**, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Wesley W. Morgan personally appeared before me, as Managing Member of Rosehill Properties, LLC, a Florida limited liability company, and executed or acknowledged his/her previous execution of this instrument. **I HEREBY FURTHER CERTIFY**, that Wesley W. Morgan, is the same person either executing or acknowledging execution of the foregoing instrument because:  I personally know him/her/them OR  I have satisfactory evidence of same based upon a  Florida driver's license or  Other identification:

20 day of December, 2005.

WITNESS my hand and official seal in the State and County aforesaid this



Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)

Dana L. Waits



EXHIBIT "A" - PLAN OF MERGER

**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

	<u>Name</u>	<u>Jurisdiction</u>
1.	Triple Crown Properties, LLC	Florida limited liability company
2.	Rosehill Properties, LLC	Florida limited liability company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

	<u>Name</u>	<u>Jurisdiction</u>
	Triple Crown Properties, LLC	Florida limited liability company

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

On the effective date of the merger, the separate existence of the absorbed party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the absorbed party, and neither the rights of creditors nor any liens on the property of the absorbed party shall be impaired by the merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. Both merged parties are under common ownership with the same members owing the same percentage membership interest in each merged party. Therefore, upon the effective date of the merger, the members shall continue to own the same percentage membership interest in the surviving party as the members owned prior to such merger.

2. The conversion shall be effected by the members of the surviving party executing an addendum to the Operating Agreement of the surviving party certifying and agreeing to the post-merger percentage interests of each member in the surviving party.

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B. The manner and basis of converting *rights to acquire* interests, shares, obligations or other securities of each merged party into *rights to acquire* interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire interests, shares, obligations or other securities of either merging party.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s), managing members are as follows:

Wesley W. Morgan, Managing Member  
17598 Rockefeller Circle  
Suite 201  
Fort Myers, Florida 33912

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger.

The Managing Members of the parties to the merger shall have the power to adopt all resolutions, to execute and file all documents and to take all other action they may deem necessary or appropriate for the purpose of effecting the merger of the parties.

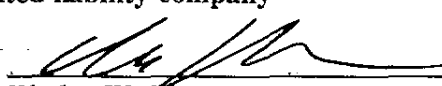
NINTH: The surviving entity has agreed to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 to 608.43595, Florida Statutes.

IN WITNESS WHEREOF, this Plan of Merger has been executed this 20<sup>th</sup> day of December, 2005.

**TRIPLE CROWN PROPERTIES, LLC, a  
Florida limited liability company**

By:   
Wesley W. Morgan  
As its Managing Member

**ROSEHILL PROPERTIES, LLC, a Florida  
limited liability company**

By:   
Wesley W. Morgan  
As its Managing Member