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MERGER OR SHARE EXCHANGE

K.A.L. 3, LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER
BETWEEN
K.A.L. 3, LLC
AND
K.A.L. 3 PARTNERSHIP**

The following Certificate of Merger is submitted to merge the following Florida limited liability company and Florida general partnership, in accordance with sections 608.4382 and 620.8918, *Florida Statutes*:

ARTICLE 1

The exact name, address of its principal office, jurisdiction, entity type, and Florida Document/Registration Number for each merging party are as follows:

Name: K.A.L. 3, LLC
Principal Address: 171 15th Street
Holly Hill, FL 32117
Jurisdiction & Entity Type: Florida, Limited Liability Company
Document Number: L05000084991

Name: K.A.L. 3 Partnership
Principal Address: 171 15th Street
Holly Hill, FL 32117
Jurisdiction & Entity Type: Florida, General Partnership
GP06000000840
ARTICLE 2

The exact name, address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for the surviving party are as follows:

Name: K.A.L. 3, LLC
Principal Address: 171 15th Street
Holly Hill, FL 32117
Jurisdiction & Entity Type: Florida, Limited Liability Company
Document Number: L05000084991
FEI: 20-3378495

ARTICLE 3

The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Chapter 608, *Florida Statutes*, and was approved by each limited liability company that is a party to this merger.

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The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Chapter 620, *Florida Statutes*, and was approved by all the partners of each general partnership that is a party to this merger.

ARTICLE 4

The merger shall become effective as of the date of the filing of this Certificate of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger this 14th day of April, 2006.

K.A.L. 3, LLC

By: Lisa Leonardo
Its: Authorized Representative

K.A.L. 3 Partnership

By: Kimberly A. Graver
By: Kimberly A. Graver, partner

By: Alicia S. Roncy
By: Alicia S. Roncy, partner

By: Lisa Leonardo
By: Lisa Leonardo, partner

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Exhibit A

Plan of Merger

**PLAN OF MERGER
BETWEEN
K.A.L. 3, LLC
AND
K.A.L. 3 PARTNERSHIP**

The following Plan of Merger, which was adopted and approved by K.A.L. 3, LLC ("Surviving Entity"), and K.A.L. 3 Partnership (the "Merged Entity") and is being submitted in accordance with section 608.4382, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

K.A.L. 3 Partnership
171 15th Street
Holly Hill, FL 32117
Florida, General Partnership

K.A.L. 3, LLC
171 15th Street
Holly Hill, FL 32117
Florida, Limited Liability Company

2. The name, address of principal office, jurisdiction, and entity type for the surviving party is as follows:

K.A.L. 3, LLC
171 15th Street
Holly Hill, FL 32117
Florida, Limited Liability Company

3. On the effective date of the merger, the general terms and conditions of the merger are: (i) the separate existence of the Merged Entity shall cease and the Merged Entity shall be merged with and into the Surviving Entity, (ii) the Articles of Organization of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity after the merger, (iii) the Operating Agreement of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Entity after the merger, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Entity shall become the FEI used for the Surviving Entity.

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4. On the effective date of the merger, all partnership interests in the Merged Entity will be cancelled, and each member shall maintain his or her respective percentage interests in the Surviving Entity as they were immediately prior to the effective date of the merger.

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