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07 OCT 31 AM 11:01  
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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Keys Holdings, LLC  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John J. Wolfe  
(Contact Person)  
John J. Wolfe, P.A.  
(Firm/Company)  
2955 Overseas Highway  
(Address)  
Marathon, FL 33050  
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

John J. Wolfe at ( 305 ) 743-9858  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger are submitted to merge the following Florida Limited Liability Company and Florida Profit Corporation in accordance with s. 608.4382 and s. 607.1109 Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                    | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|--------------------------------|---------------------|---------------------------|
| <u>Lively Properties, Inc.</u> | <u>Florida</u>      | <u>Profit Corporation</u> |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>               | <u>Jurisdiction</u> | <u>Form/Entity Type</u>          |
|---------------------------|---------------------|----------------------------------|
| <u>Keys Holdings, LLC</u> | <u>Florida</u>      | <u>Limited Liability Company</u> |

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FOURTH:** The effective date of the merger is November 1, 2007.

**FIFTH:** Signature(s) for Each Party:

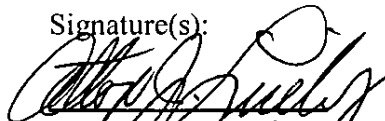
Name of Entity/Organization:

Signature(s):

Typed or Printed

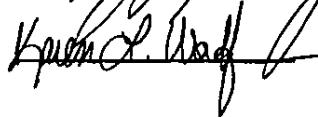
Name of Individual:

Lively Properties, Inc.



Alton J. Lively

Keys Holdings, LLC



Karen L. Wolfe

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 TALLAHASSEE, FLORIDA

EFFECTIVE DATE 11-01-07

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

| <u>Name</u>                    | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|--------------------------------|---------------------|---------------------------|
| <u>Lively Properties, Inc.</u> | <u>Florida</u>      | <u>Profit Corporation</u> |

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

| <u>Name</u>               | <u>Jurisdiction</u> | <u>Form/Entity Type</u>          |
|---------------------------|---------------------|----------------------------------|
| <u>Keys Holdings, LLC</u> | <u>Florida</u>      | <u>Limited Liability Company</u> |

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

All terms and conditions are set forth herein. Management of the surviving entity will be by the Manager Members of the surviving entity.

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The shareholders of Lively Properties, Inc. and the members of Keys Holdings, LLC are substantially identical and they have substantially identical interests in each entity. All shares of stock held by the shareholders of Lively Properties, Inc. on the effective date of the merger will be cancelled and each such shareholder will own a membership interest in Keys Holdings, LLC substantially equivalent to the percentage interest in Lively Properties, Inc. owned by each such shareholder immediately prior to the merger.

- B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: No such rights are outstanding.

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**FIFTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

|                 |                                                |
|-----------------|------------------------------------------------|
| Alton J. Lively | 2949 Overseas Highway, Marathon, Florida 33050 |
| Betty J. Lively | 2949 Overseas Highway, Marathon, Florida 33050 |
| David A. Lively | 2949 Overseas Highway, Marathon, Florida 33050 |
| Karen L. Wolfe  | 2949 Overseas Highway, Marathon, Florida 33050 |
| John J. Wolfe   | 2949 Overseas Highway, Marathon, Florida 33050 |

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