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June 21, 2001

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

900004437019--6
-06/22/01--01044--021
*****90.00 *****78.75

Re: Tillman-Cleckley, Inc./C & T Investments
Northwest Florida, LLC

Gentlemen:

Enclosed are an original and one copy of Articles of Merger, along with the Plan of Merger which we will appreciate your filing and returning a certified copy.

Also enclosed is my check in the amount of \$90.00 for the filing fee.

If anything further is needed, please call me collect at the above number. Thank you.

Very truly yours,

Thomas Sale Jr.
Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. Frank Tillman

FILED
01 JUN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-5416
JR

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109, 608.4382, and 620.203, Florida Statutes.

FIRST

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Tillman-Cleckley, Inc. 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Corporation

Florida Document No. P98000104203; FEI Number: 59-3558931

2. C & T Investments Northwest Florida, LLC 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Limited Liability Company
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Florida Document No. L99000005416; FEI Number: 59-3725

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>
C & T Investments Northwest Florida, LLC 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Limited Liability Company

Florida Document No. L99000005416; FEI Number: 59-3725218.

THIRD

The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and 620.201, Florida Statutes, and was approved by each domestic corporation and limited liability company

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TALLAHASSEE, FLORIDA

that is a party to the merger in accordance with Chapters(s) 607, 617, 608, and 620, Florida Statutes.

FOURTH

The attached Plan of Merger was approved by all parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH

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.

SIXTH

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH

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

Executed by the undersigned this 26 day of June, 2001.

TILLMAN-CLECKLEY, INC.

BY: Frank A. Tillman
Frank A. Tillman
President

C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C.

BY: Frank A. Tillman
Frank A. Tillman
Managing Member

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01 JUN 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and 620.201, Florida Statutes.

FIRST

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Tillman-Cleckley, Inc. 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Corporation

Florida Document No. P98000104203; FEI Number: 59-3558931

2. C & T Investments Northwest Florida, LLC 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Limited Liability Company
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Florida Document No. L99000005416; FEI Number: 59-3725218

SECOND

The exact name and jurisdiction of the surviving party is

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
C & T Investments Northwest Florida, LLC 1610 Tennessee Avenue Lynn Haven, FL 32444	Bay County, FL	Limited Liability Company

Florida Document No. L99000005416; FEI Number: 59-3725218.

THIRD

The terms and conditions of the merger are as follows:

All assets of the merging entities are to be transferred to

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the surviving entity who shall assume all liabilities of each merging entity.

FOURTH

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

The shares of the corporation Tillman-Cleckley, Inc. are to be surrendered and cancelled. Shareholders, upon such surrender, shall be entitled to and shall have interests in the surviving entity, C & T Investments Northwest Florida, L.L.C. in the same proportion as each investor and owner held shares of stock in the former corporation.

FIFTH

The surviving entity is a limited liability company and it is to be managed by a managing member. The name and address of the manager is as follows:

Frank A. Tillman
1610 Tennessee Avenue
Lynn Haven, FL 32444

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01 JUN 22 PM 4:00
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TILLMAN-CLECKLEY, INC., a Florida entity P98000104203

INTO

C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C., a Florida entity,
L99000005416

File date: June 22, 2001

Corporate Specialist: Tammi Cline