

CT CORPORATION SYSTEM

L00000 0014696

CORPORATION(S) NAME

Allen Road Investments, L.P. Merging into: Capital Group, LLC

0

700004695817--2

-11/28/01-01002-008

*****17.50 *****17.50

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*****60.00 *****60.00

- | | | |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

11/27/01

Order#: 4935022

Ref#: _____

Amount: \$ _____

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01 NOV 27 PM 2 09
TALLAHASSEE, FL 32301
DEPARTMENT OF STATE
DIVISION OF CORPORATE FILINGS

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TALLAHASSEE, FLORIDA

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALLEN ROAD INVESTMENTS, L.P., A NON-QUALIFIED DELAWARE ENTITY

into

LUND CAPITAL GROUP, LLC, a Florida entity L00000014696

File date: November 27, 2001

Corporate Specialist: Trevor Brumbley

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are 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. Allen Road Investments, L.P. 4001 Tamiami Trail North, Suite 350 Naples, FL 34103	Delaware	Limited Partnership
Florida Document/Registration Number: None		FEI Number: 37-1227988
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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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>
Lund Capital Group, LLC	Florida	Limited Liability Compan
4001 Tamiami Trail North, Suite 350		
Naples, FL 34103		

Florida Document/Registration Number: L00000014696 FEI Number: 37-1227988

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.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

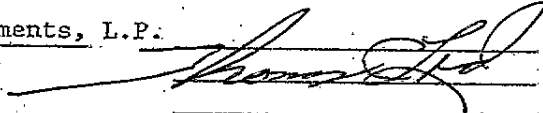
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____ Signature(s) _____

Allen Road Investments, L.P.

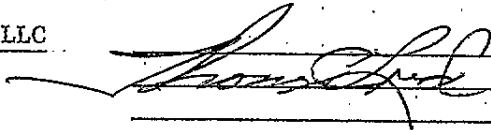


Typed or Printed Name of Individual

By: TCL Realty, Inc., its general partner

By: Thomas C. Lund, President

Lund Capital Group, LLC



By: TCL Realty, Inc., its Manager

By: Thomas C. Lund, President

(Attach additional sheet(s) if necessary)

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TALLAHASSEE FLORIDA

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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>
Allen Road Investments, L.P.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Lund Capital Group, LLC	Florida

THIRD: The terms and conditions of the merger are as follows: On the effective date, Allen Road Investments, L.P., a Delaware limited partnership, will be merged with and into Lund Capital Group, LLC, a Florida limited liability company. The surviving Florida limited liability company (Lund Capital Group, LLC) shall assume all rights, privileges, assets and liabilities of the non-surviving Delaware limited partnership (Allen Road Investments, L.P.).

(Attach additional sheet(s) if necessary)

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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: As both the surviving entity and the non-surviving entity are owned by the same partners and members, in like proportion, all ownership interests in the non-surviving entity are cancelled.

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: None.

(Attach additional sheet(s) if necessary)

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

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

TCL Realty, Inc...
4001 Tamiami Trail North, Suite 350
Naples, FL 34103

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:

Lund Capital Group, LLC, the surviving entity, hereby agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited partnership which is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and specifies the following address as the address to which a copy of any such process shall be mailed to it by the Secretary of State:

4001 Tamiami Trail North, Suite 350
Naples, Florida 34103

EIGHTH: Other provisions, if any, relating to the merger: Other provisions relating to the merger are included in the Agreement of Merger, as amended, executed by the parties to the merger.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA