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**MERGER OR SHARE EXCHANGE**

**BLAIRSTONE DELAWARE, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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**ARTICLES OF MERGER  
OF  
BLAIRSTONE PROPERTIES, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY  
("MERGING LLC" )**

**WITH AND INTO**

**BLAIRSTONE DELAWARE, LLC  
A DELAWARE LIMITED LIABILITY  
("SURVIVING LLC" )**

The following articles of merger are being submitted in accordance with Section 608.4382, 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. Blairstone Properties, L.L.C.<br>1015 East Main Street, 3 <sup>rd</sup> Floor<br>Richmond, VA 23219                            | Florida             | Limited Liability Company<br>LD 00000006946 |
| 2. Blairstone Delaware, LLC<br>c/o Kabili & Company Investments<br>1919 14 <sup>th</sup> Street<br>Suite 800<br>Boulder, CO 80302 | Delaware            | Limited Liability Company<br>M03000003202   |

**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>        |
|--|---------------------|---------------------------|
| Blairstone Delaware, LLC<br>c/o Kabili & Company Investments<br>1919 14 <sup>th</sup> Street<br>Suite 800<br>Boulder, CO 80302 | Delaware            | Limited Liability Company |

**THIRD:** The attached Agreement and Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is

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a party to the merger in accordance with Chapter 608, Florida Statutes and the attached Agreement and Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the State of Delaware.

**FOURTH:** Each domestic limited liability company that is a party to the merger has obtained the written consent of its respective member in accordance with Section 608.4381, Florida Statutes and each other limited liability company that is a party to the merger has obtained the written consent of its respective member in accordance with the applicable laws of the State of Delaware.

**FIFTH:** The merger is permitted under the 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 of any limited liability company that is a party to the merger.

**SIXTH:** As to the State of Florida filing authorities, the merger shall become effective in Florida as of the date these Articles of Merger are filed with Secretary of State of the State of Florida.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

**EIGHTH:** The surviving entity, being formed under the laws of the State of Delaware, 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 member of each limited liability company that is a party to the merger,

**NINTH:** The surviving entity, being formed under the laws of the State of Delaware, agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

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These Articles of Merger may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original and all of which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Merging LLC and the Surviving LLC have each executed these Articles of Merger, or has caused these Articles of Merger to be executed on its behalf by a representative duly authorized, all as of the 23rd day of September, 2003.

**"SURVIVING LLC"**

**BLAIRSTONE DELAWARE, LLC, a Delaware  
limited liability company**

By: \_\_\_\_\_  
Name: **Shimon Kabili**  
Title: **Chief Executive Officer**

**"MERGING LLC"**

**BLAIRSTONE PROPERTIES, L.L.C., a  
Florida limited liability company**

By:   
Name: **John G. Dicks**  
Title: **Managing Member**

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These Articles of Merger may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original and all of which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Merging LLC and the Surviving LLC have each executed these Articles of Merger, or has caused these Articles of Merger to be executed on its behalf by a representative duly authorized, all as of the 23rd day of September, 2003.

"SURVIVING LLC"

BLAIRSTONE DELAWARE, L.L.C., a  
Delaware limited liability company

By:   
Name: Shimon Kabill  
Title: Chief Executive Officer

"MERGING LLC"

BLAIRSTONE PROPERTIES, L.L.C., a  
Florida limited liability company

By: \_\_\_\_\_  
Name: John G. Dicka  
Title: Managing Member

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**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT OF MERGER is made to be effective on filing in the office of the Secretary of State of Florida, by and between **BLAIRSTONE DELAWARE, LLC**, a Delaware limited liability company, whose Delaware organizational document is document number 3705233 filed with the Secretary of State of Delaware, and **BLAIRSTONE PROPERTIES, L.L.C.**, a Florida limited liability company whose Florida organizational document is document number L00000006946 filed with the Florida Secretary of State.

**RECITALS:**

- (A) Blairstone Properties, L.L.C. is organized under the laws of Florida.
- (B) Blairstone Delaware, LLC, a newly formed special purpose entity, is organized under the laws of Delaware.
- (C) The parties desire to merge.

NOW THEREFORE, the parties covenant and agree as follows:

1. Terms of Merger. Upon completion of the merger, all membership interests in Blairstone Properties, L.L.C., shall be canceled and extinguished, and the sole membership interests outstanding in the surviving entity shall be those of Blairstone Delaware, LLC.
2. Survivor. Upon consummation of the merger, Blairstone Delaware, LLC, a Delaware limited liability company, shall be the surviving entity in the merger, the separate existence of Blairstone Properties, L.L.C. shall cease, and the articles of organization and operating agreement of Blairstone Delaware, LLC shall govern. The Managers of Blairstone Delaware, LLC, are:

Shimon Kabili  
c/o Kabili & Company Investments  
1919 14th Street  
Suite 800  
Boulder, CO 80302

and

Mary E. Kazmierczak  
147 Harrison Avenue  
Waukesha, WI 53186

3. Conditions. This Agreement shall not be effective unless approved by unanimous consent of the Members of each of the parties.
4. Beneficiaries. There are no third party beneficiaries to this Agreement other than the Members of the merging entities.

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5. **Effectiveness.** The Managing Member or Manager, as the case may be, of either party may terminate participation in the merger prior to execution of Articles of Merger by both parties.


6. As to the State of Florida filing authorities, the merger shall become effective in Florida as of the date the Articles of Merger are filed with the Secretary of State of the State of Florida.

WHEREFORE, the parties have set their hands and seals this 23<sup>rd</sup> day of September, 2003.

**BLAIRSTONE PROPERTIES, L.L.C., a**  
Florida limited liability company

**BLAIRSTONE DELAWARE, LLC, a**  
Delaware limited liability company

By:

  
John G. Dicks, its managing member

By:

Shimon Kabili, its Chief Executive  
Officer

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5. Effectiveness. The Managing Member or Manager, as the case may be, of either party may terminate participation in the merger prior to execution of Articles of Merger by both parties.


6. As to the State of Florida filing authorities, the merger shall become effective in Florida as of the date the Articles of Merger are filed with the Secretary of State of the State of Florida.

WHEREFORE, the parties have set their hands and seals this 23<sup>rd</sup> day of September, 2003.

**BLAIRSTONE PROPERTIES, L.L.C., a**  
Florida limited liability company

**BLAIRSTONE DELAWARE, LLC, a**  
Delaware limited liability company

By: \_\_\_\_\_  
John G. Dicks, its managing member

By:  \_\_\_\_\_  
Shinnon Kabil, its Chief Executive Officer

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