

Dec-31-2003 09:48 SHUFFIELD LOWMAN

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Florida Department of State
Division of Corporations
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From: Account Name : SHUFFIELDLOWMAN
Account Number : I20030000118
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MERGER OR SHARE EXCHANGE

JOHN ROHDE, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$105.00

Name Availability	DCC
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DIVISION OF CORPORATION

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P.02

**ARTICLES OF MERGER OF
 JDR PROPERTY, LLC
 WITH AND INTO
 JOHN ROHDE, LTD.**

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. JDR Property, LLC 115 Three Cross Drive Kenansville, FL 34739 Florida Document/Registration Number: L03000043193 FEI Number: N/A	Florida	limited liability company

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>
John Rohde, Ltd. 115 Three Cross Drive Kenansville, FL 34739 Florida Document/Registration Number: A00000000411 FEI Number: 800029350	Florida	limited partnership

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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 connection 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 parties 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.

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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, 620.203, 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.

NINTH: The merger shall become effective of:

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

OR

December 31, 2003

[Enter specific date: NOTE: Date cannot be prior to date of filing.]

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

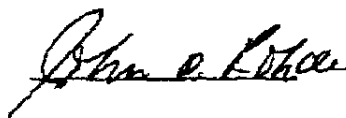
ELEVENTH: Signature(s) for each party.

Name of Entity

Signature(s)

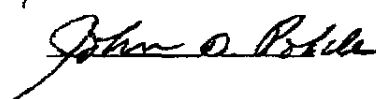
Typed or Printed Name and
Title of Individual

JDR Property, LLC



John Rohde,
Manager

John Rohde, Ltd.



John Rohde, President of
John Rohde, Inc., General
Partner

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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>
JDR Property, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
John Rohde, Ltd.	Florida

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

The merging party shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "JOHN ROHDE, LTD." after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Certificate of Limited Partnership and the Limited Partnership Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Certificate of Limited Partnership and the Limited Partnership Agreement of the surviving party until duly amended in accordance with law, and no change to such Certificate of Limited Partnership or Limited Partnership Agreement shall be affected by the merger hereunder. The person(s) who is/are the general partner(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the general partner(s) of the surviving party without change, subject to the provisions of the Certificate of Limited Partnership and Limited Partnership Agreement of the surviving party and the laws of the State of Florida.

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:

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After the effective date of this Plan of Merger, the holders of all of the issued and outstanding certificates representing units of interest in the merging party shall surrender the same to the surviving party, and such certificates shall be canceled as of the effective date of this Plan of Merger. The issued and outstanding certificates representing ownership of units of interest in the surviving party shall remain the only issued and outstanding certificates representing units of interest in the surviving party, and shall not be affected by the merger under this Plan of Merger.

- 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 party are as follows:

Not Applicable

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:

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

If General Partner is a Non-individual,
Florida Document/Registration Number

John Rohde, Inc.
115 Three Cross Drive
Kenansville, FL 34739

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SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

Not Applicable

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:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

None.

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TOTAL P.05