

From: Fisher Tousey Leas & Ball

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Division of Corporations

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MERGER OR SHARE EXCHANGE

MCE INVESTMENTS, LLLP

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EXAMINER

5/12/2009

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CERTIFICATE AND PLAN OF MERGER*by and among***WRE INVESTMENTS I, LLLP****WRE INVESTMENTS II, LLLP***with***MCE INVESTMENTS, LLLP****AS THE SURVIVING ENTITY**401-931
401-932

A01-929

THIS CERTIFICATE AND PLAN OF MERGER ("*Certificate of Merger*") is made and entered into this 12th day of May, 2009, by and among **MCE INVESTMENTS, LLLP**, a Florida limited liability limited partnership with its principal office located at 540 Rutile Drive, Ponte Vedra Beach, Florida 32082 (the "*Surviving Entity*"), and **WRE INVESTMENTS I, LLLP**, and **WRE INVESTMENTS II, LLLP**, Florida limited liability limited partnerships with principal offices located at 540 Rutile Drive, Ponte Vedra Beach, Florida 32082 (collectively, the "*Disappearing Entities*"). In this Certificate of Merger, the Surviving Entity and the Disappearing Entities are collectively referred to as the "*Constituent Entities*".

A. Evans Family Investments, Inc., a Florida corporation (the "*General Partner*") is the sole General Partner of the Surviving Entity and the Disappearing Entities.

B. The General Partner has determined it to be in the best interests of the Disappearing Entities to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in this Certificate of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities and the General Partner, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entities will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below shall govern:

**ARTICLE I
MERGER**

As of May 12, 2009 (the "*Effective Date*"), the Disappearing Entities shall be merged with and into the Surviving Entity. Upon the approval of this Certificate of Merger by the Florida Department of State, Division of Corporations, and the payment of all fees and taxes required by the laws of the State of Florida, this Certificate of Merger shall be filed with the Florida Department of State, Division of Corporations. The Merger shall be effective, and the separate existence of the Disappearing Entities shall cease (except as continued by statute) as of the Effective Date.

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ARTICLE II
AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

The Affidavit and Certificate of Limited Partnership of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Affidavit and Certificate of Limited Partnership of the Surviving Entity after the Merger.

ARTICLE III
TERMS AND CONDITIONS

(a) The Agreement of Limited Liability Limited Partnership of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Agreement of Limited Liability Limited Partnership of the Surviving Entity.

(b) The mailing address of the Surviving Entity shall be 540 Rutile Drive, Ponte Vedra Beach, Florida 32082 and the principal office of the Surviving Entity shall be 540 Rutile Drive, Ponte Vedra Beach, Florida 32082.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entities, the proper officers and representatives of the Disappearing Entities or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of this Certificate of Merger.

ARTICLE IV
EFFECT OF MERGER

Upon the Effective Date of the Merger, (a) the separate existence of each of the Disappearing Entities, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of each of the Disappearing Entities, and all the rights, privileges, immunities, powers and franchises of each of the Disappearing Entities and all property, real, personal and mixed, and all debts due or belonging to each of the Disappearing Entities, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in each of the Disappearing Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of each of the Disappearing Entities shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities,

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obligations and duties of each of the Disappearing Entities attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE V
AUTHORIZATION OF MERGER**

The partners of the Constituent Entities, by resolution, have unanimously approved the Plan of Merger set forth in this Certificate of Merger.

**ARTICLE VI
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Certificate of Merger with the Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, the Constituent Entities have caused this Certificate of Merger to be executed the day and year first above written.

WRE INVESTMENTS I, LLLP,
a Florida limited liability limited partnership

By: EVANS FAMILY INVESTMENTS, INC.,
a Florida corporation, its General Partner

By: Lynn E. Seay President
Lynn E. Seay, President

WRE INVESTMENTS II, LLLP,
a Florida limited liability limited partnership

By: EVANS FAMILY INVESTMENTS, INC.,
a Florida corporation, its General Partner

By: Lynn E. Seay President
Lynn E. Seay, President

MCE INVESTMENTS, LLLP,
a Florida limited liability limited partnership

By: EVANS FAMILY INVESTMENTS, INC.,
a Florida corporation, its General Partner

By: Lynn E. Seay President
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