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Division of Corporations

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**MERGER OR SHARE EXCHANGE
SAM GALLOWAY FORD SOUTH, LTD.**

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CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with s. 620.2108 and s. 620.8918, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Estero Group LLP, a Florida limited liability partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

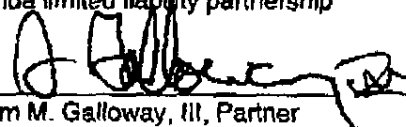
Sam Galloway Ford South, Ltd., a Florida limited partnership


THIRD: The date the merger is effective under the governing laws of the surviving party is as of the close of business on December 31, 2011.

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: Signatures for Each Party:

Estero Group LLP
a Florida limited liability partnership

By: 
Sam M. Galloway, III, Partner

By: 
Katherine G. Dougherty, Partner

By: 
Robert William Galloway, Partner

Sam Galloway Ford South, Ltd.
a Florida limited partnership

By: SGFS, LLC, its General Partner

By: 
Katherine G. Dougherty, President

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