

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

HI HAT RANCH, LLLP

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ARTICLES OF MERGER OF
HI HAT CATTLE & GROVES, LLP, GP01-620
A FLORIDA LIMITED LIABILITY PARTNERSHIP
INTO
HI HAT RANCH, LLLP, A05-200
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

Hi Hat Ranch, LLLP, a Florida limited liability limited partnership ("LLL"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of Hi Hat Cattle & Groves, LLP, a Florida limited liability partnership ("LLP"), with and into LLLP. LLLP shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LLLP in accordance with Section 820.2107, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLP in accordance with Section 820.8917, Florida Statutes.
4. The merger is permitted under the respective laws of the State of Florida and is not prohibited by the agreement of the Partnerships.
5. The effective date of the merger is upon filing.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities.

HI HAT CATTLE & GROVES, LLP,
a Florida limited liability partnership

By: 

Richard E. Turner, Jr.
As its Partner and Authorized
Representative

By: 

Charles H. Turner
As its Partner and Authorized
Representative

{Signatures continued on next page.}

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TALLAHASSEE, FLORIDA


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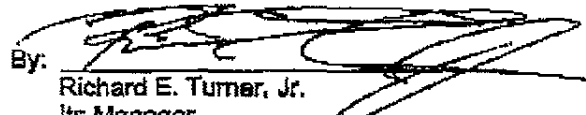
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HI HAT RANCH, LLLP,
a Florida limited liability limited partnership

By: **Hi Hat Operations, LLC,**
a Florida limited liability company
As its General Partner

By: 
Charles H. Turner
Its Manager

By: 
Richard E. Turner, Jr.
Its Manager

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EXHIBIT A

**PLAN OF MERGER
OF HI HAT CATTLE & GROVES, LLP,
A FLORIDA LIMITED LIABILITY PARTNERSHIP
WITH AND INTO
HI HAT RANCH, LLLP,
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

Hi Hat Cattle & Groves, LLP, a Florida limited liability partnership, and Hi Hat Ranch, LLLP, a Florida limited liability limited partnership, hereby adopt and approve the following plan as the Plan of Merger required by Sections 620.8916 and 620.2105, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Hi Hat Ranch, LLLP, a Florida limited liability limited partnership ("LLLPLP"), and Hi Hat Cattle & Groves, LLP, a Florida limited liability partnership ("LLP"). As a result of the merger, LLP shall be merged with and into LLLPLP. LLLPLP shall be the surviving business entity.

2. The merger shall be effective upon filing (the "Effective Date").

3. The partners of LLP shall be deemed to have contributed their partnership interests in LLP to LLLPLP in return for limited partner interests in LLLPLP and the percentage partnership interests of the partners of LLLPLP immediately prior to the merger have been diluted accordingly. The partners of both LLP and LLLPLP have unanimously consented to the resulting partnership interests in LLLPLP. LLP will then be deemed to have distributed all its assets to LLLPLP to complete the merger.

4. The name and address of the general partner for LLLPLP is Hi Hat Operations, LLC, a Florida limited liability company, 11708 Fruitville Road, Sarasota, Florida 34240.

5. The names and addresses of two of the partners for the LLP are:

Richard E. Turner, Jr., 11708 Fruitville Road, Sarasota, Florida 34240.

Charles H. Turner, 11708 Fruitville Road, Sarasota, Florida 34240.

6. This plan shall be submitted to the Partners of the LLP for approval. This plan shall be submitted to the General Partner and Limited Partners of the LLLPLP for approval. The Certificate of Limited Partnership of the LLLPLP will not differ from its Certificate before the merger and each partner of LLLPLP having a partnership interest in LLLPLP immediately prior to the Effective Date and each partner of the LLP immediately prior to the Effective Date will hold the partnership interests in LLLPLP identified in the consent signed by the respective Partners. All limited partners identified thereon shall be full limited partners entitled to the preferences, limitations, and rights relative to their respective percentage interests as described in the Partnership Agreement for LLLPLP.

7. The LLP and LLLPLP are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

8. There are no other terms of or conditions to the merger.

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IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized partners of the LLP and the general partner of the LLLP.

HI HAT CATTLE & GROVES, LLP,
a Florida limited liability partnership

By: 

Richard E. Turner, Jr.
As its Partner and Authorized
Representative

By: 

Charles H. Turner
As its Partner and Authorized
Representative

HI HAT RANCH, LLLP,
a Florida limited liability limited partnership

By: Hi Hat Operations, LLC,
a Florida limited liability company
As its General Partner

By: 

Charles H. Turner
Its Manager

By: 

Richard E. Turner, Jr.
Its Manager

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