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From:  
Account Name : GARDNER LAW GROUP, P.A.  
Account Number : I20050000054  
Phone : (813) 576-8080  
Fax Number : (813) 676-8080

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

METROPOLITAN JAX LOFTS I, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	85-6
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7/12/2005

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**ARTICLES OF MERGER**  
 between  
**JAX TELECOM PARTNERS, LLC.** **204-29077**  
 with and into  
**METROPOLITAN JAX LOFTS I, LTD.**

Pursuant to applicable provisions of the Florida Limited Liability Company Act, Section 608.438 and the Florida Revised Uniform Limited Partnership Act, Section 620.201, the undersigned limited liability company and limited partnership adopt the following Articles of Merger:

1. An Agreement and Plan of Merger reflecting an intended merger of JAX TELECOM PARTNERS, LLC, a Florida limited liability company ("Jax Telecom" or the "Nonsurviving Company"), with and into METROPOLITAN JAX LOFTS I, LTD., a Florida limited partnership company, (the "Surviving Company" and together with the Nonsurviving Company, the "Constituent Companies"), was entered into by the Constituent Companies as of July 11, 2005 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit "A". The Plan of Merger was unanimously adopted and approved by all members of Jax Telecom and all of the partners of the Surviving Company.

2. The number of outstanding units of equity ownership interest of the Nonsurviving Company is one hundred (100).

3. The Surviving Company has two units of equity ownership interest outstanding, one unit of general partner interest and one unit of limited partnership interest.

4. The number of outstanding units of the Nonsurviving Company's equity ownership interest voting for the Plan of Merger was one hundred (100), and no such units were voted against the Plan of Merger. The number of outstanding units of the Surviving Company's equity ownership interest voting for the Plan of Merger was two (2), and no such units were voted against the Plan of Merger. The number of outstanding units of the equity ownership interests of each of the Constituent Companies voting for the Plan of Merger was sufficient for its approval by each of the Constituent Companies.

5. The Plan of Merger was approved by all of the partners of the Surviving Company in accordance with the provisions of Florida Statutes Sections 620.201 - 205 on July 11, 2005.

6. The Plan of Merger was approved by all of the members of the Nonsurviving Company in accordance with the provisions of Florida Statutes Sections 608.438 - 4384 on July 11, 2005.

7. These Articles of Merger, and the merger transaction identified herein, shall become effective, in accordance with the provisions of Sections 608.4382 and 620.203, Florida Statutes, and subject to such Articles being filed with the Office of the Florida Secretary of State, on July 11, 2005 (the "Effective Date").

DATED as of July 11, 2005

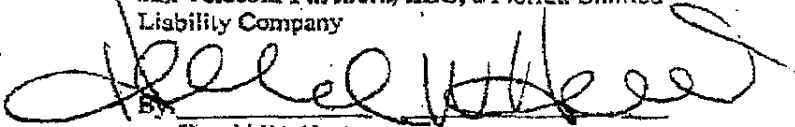
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Jax Telecom Partners, LLC, a Florida Limited Liability Company

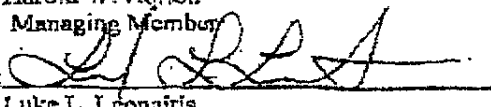
By:   
Harold W. Horton  
Its: Managing Member

By:   
Luke L. Leonatis  
Its: Managing Member

Metropolitan Jax Lofts I, LTD., a Florida Limited Partnership

By: Jax Telecom Lofts I, LLC, a Florida Limited Liability Company, its general partner

By:   
Harold W. Horton  
Its: Managing Member

By:   
Luke L. Leonatis  
Its: Managing Member

SIGNATURE PAGE - ARTICLES OF MERGER - JAX TELECOM PARTNERS, LLC - METROPOLITAN JAX LOFTS I, LTD.

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**PLAN OF MERGER**

This Plan of Merger sets forth the terms and conditions of the merger of Jax Telecom Partners, LLC, a Florida limited liability company ("Jax Telecom" or the "Nonsurviving Company"), with and into METROPOLITAN JAX LOFTS, I, LTD., a Florida limited partnership ("Metropolitan" or the "Surviving Company").

1. **Merger; Effective Date; and Effect upon Surviving Company.** Jax Telecom shall be merged with and into Metropolitan effective as of July 12, 2005 and subject to the filing on that date by the parties to such merger of Articles of Merger with the office of the Florida Secretary of State (the "Effective Date"), Metropolitan shall thereafter continue in existence as the Surviving Company to such merger, with all rights, franchises, properties and other interests of each of Jax Telecom and Metropolitan, and all obligations and liabilities thereof, being deemed transferred to, vested in and becoming the interests, obligations and liabilities of the Surviving Company by virtue of the merger, without the execution, delivery or recording of any deed, bill of sale or other instrument of transfer, assignment or conveyance being required.

2. **Conversion of Equity Interests.** The manner and basis of converting the units of equity ownership interest of each company into equity interests, obligations or other securities of the Surviving Company, or into money or other property, in whole or in part, shall be as follows:

a. Upon the Effective Date of the merger, the separate existence of Jax Telecom shall terminate and all of the assets and liabilities of Jax Telecom shall become the assets and liabilities of Metropolitan and all outstanding units of equity ownership interest theretofore issued by Jax Telecom shall be deemed void and of no further legal effect. As Metropolitan is currently the sole member of Jax Telecom as well as the Surviving Company, no additional consideration shall be transferred to Metropolitan as a result of the merger.

b. Upon the Effective Date of the merger, each of the outstanding units of equity ownership interest theretofore issued by Metropolitan shall retain its fully paid and non-assessable status without the necessity by any holder of any number of such units to surrender or exchange his, her or its certificate(s) evidencing such ownership, and each such holder shall be entitled to precisely the same rights of ownership which he, she or it enjoyed immediately prior to the merger.

3. **Approval of Members and Partners.** This Plan of Merger shall be subject to the approval of Metropolitan, as the sole member of Jax Telecom and by the general and limited partners of Metropolitan; and if so approved, the merger provided for in this Plan shall become effective as stated in Section 1. above.

4. **Effect of Merger on Nonsurviving Company.** Upon the merger taking effect, the separate existence of Jax Telecom as the Nonsurviving Company shall cease to exist.

5. **Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Company.** On the Effective Date of the merger, the Certificate of Limited Partnership and the Limited Partnership Agreement of the Surviving Company shall be the Certificate of Limited Partnership and Limited Partnership Agreement of Metropolitan as they exist immediately before such Effective Date.

6. **Surviving Company's Governance.** On and after the Effective Date of the merger, the management of the Surviving Company shall, pending further action by the Surviving Company's General Partner, be identical to the management of Metropolitan as now exists, and Jax Telecom Lofts I,

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**Exhibit A**

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LLC, currently the General Partner of Metropolitan, shall be the General Partner of the Surviving Company, and its business address, 421 W. Church Street, Suite 100, Jacksonville, Florida 32202, shall be the business office of the General Partner of the Surviving Company.

7. Further Assurances. If, at any time after the Effective Date of the merger, the Surviving Company, or any successor or assignee thereof, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record in the Surviving Company, or such successor or assignee, title to or possession of any property, right or interest of Jax Telecom or Metropolitan acquired as a result of the merger, or (ii) otherwise to carry out the purposes of this Plan of Merger or other agreement of the parties hereto, the Surviving Company shall cause there to be executed and delivered, in the name of Jax Telecom or Metropolitan, as applicable, all such deeds, assignments and assurances in law and undertake all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property, rights or interests in the Surviving Company and otherwise to carry out the purposes of this Plan of Merger; and each of the members of the Surviving Company is authorized, in the name and on behalf of Jax Telecom or Metropolitan, or otherwise, to take any and all such action.

8. Abandonment of Merger. [intentionally omitted]

9. Counterparts. This Plan of Merger may be executed in any number of counterparts, by means of multiple signature pages, each containing less than all required signatures, and by means of facsimile signatures, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

In Witness Whereof, Jax Telecom and Metropolitan have each caused this Plan of Merger to be executed by its respective members thereunto authorized.

Dated: July 11, 2005

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Jax Telecom Partners, LLC, a Florida Limited Liability Company

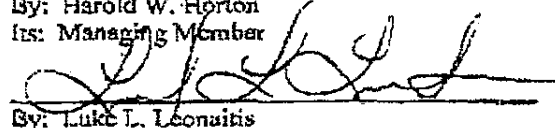
  
By: Harold W. Horton  
Its: Managing Member

  
By: Luke L. Leonaitis  
Its: Managing Member

Metropolitan Jax Lofts I, LTD., a Florida Limited Partnership

By: Jax Telecom Lofts I, LLC, a Florida Limited Liability Company, its general partner

  
By: Harold W. Horton  
Its: Managing Member

  
By: Luke L. Leonaitis  
Its: Managing Member

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[SIGNATURE PAGE - PLAN OF MERGER - JAX TELECOM PARTNERS, LLC - METROPOLITAN JAX LOFTS I, LTD.]

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