

A06000000204

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Zohouri Seagrove, LP

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$136.00 |

Zohouri: 3
File Thru
77.50
52.50

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2-1-06

FEB. 1. 2006 3:50PM MCLAIN MERRITT REALESTATE

NO. 6531 P. 9

Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership

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

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--|---------------------|---------------------------|
| Zohouri Seagrove, LP | Florida | Limited Partnership |
| Zohouri Developments South Walton, LLC | Florida | Limited Liability Company |
| LD5-5531 | | |
| | | |
| | | |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|---------------------|-------------------------|
| A06-204 Zohouri Seagrove, LP | Florida | Limited Partnership |

THIRD: The date the merger is effective under the governing laws of the surviving party is: February 3, 2006.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

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

02/06/2006 10:48

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CT CORP

PAGE 04/05

FEB. 1. 2006 3:50PM

MCLAIN MERRITT REALESTATE

NO. 6531 P. 10

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

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

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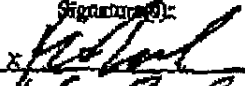

PAGE 05/05

FEB. 1. 2006 3:50PM MCLAIN MERRITT REAL ESTATE

NO. 6531 P. 11

SEVENTH: Signature(s) for Each Party:

(Manger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---------------------------------------|---|--------------------------------------|
| Zohour Seagrove, LP |  | Fred Zohour |
| Zohour Developments South Walton, LLC |  | Fred Zohour |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Fees: Filing Fees: \$32.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

3 of 3

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