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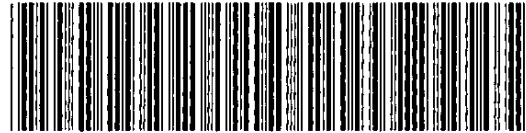
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CORPORATION

BK 12/21



MESSER CAPARELLO & SELF, P.A.

Attorneys At Law

www.lawfla.com

CURTIS B. HUNTER  
chunter@lawfla.com

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07 DEC 21 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 19, 2007

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Robert M. Dixon Family Partnership, LLLP - Certificate of Conversion

Dear Corporate Specialist:

Enclosed for filing with respect to the above-referenced entity is the following:

1. Certificate of Conversion for the Robert M. Dixon Family Partnership, LLLP.
2. State of Georgia Certificate of Existence
3. Check Number 1284 in the amount of \$105.00 to cover the filing fee and certified copy of the Certificate of Conversion.

The entity is being converted from a Georgia limited liability limited Partnership to a Florida limited liability limited partnership, and is currently registered to conduct business in Florida. The general partner, who is also the majority owner of the limited partner interests, has executed a Plan of Conversion which we can provide you a copy of if necessary.

Upon filing, please return a Certified Copy of the Certificate to me in the enclosed, self-addressed stamped envelope.

Thank you for your assistance. If you have any questions or comments please contact me.

Sincerely,

Curtis B. Hunter

CBH\bjm  
Enclosure

cc: Mr. Robert M. Dixon  
Mr. Frank J. Mercer

Call when  
Ready  
222-6720  
Curt

LAW OFFICES  
 MESSER, CAPARELLO & SELF, P.A.  
 A PROFESSIONAL ASSOCIATION  
 P.O. BOX 15579  
 TALLAHASSEE, FLORIDA 32317  
 STREET ADDRESS: 2618 CENTENNIAL PLACE (32308)  
 TELEPHONE: (850) 222-0720  
 TELECOPIER: (850)224-4359

**TELECOPY MEMORANDUM**

TO: Mr. Buck Kohr  
 FAX NO.: 245-6030  
 FROM: Curtis B. Hunter  
 DATE: December 21, 2007  
 SUBJECT: Robert M. Dixon Family Limited Partnership, LLLP

*AO600000281*

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NUMBER OF PAGES (including this cover page): 7

MESSAGE: Buck, attached is the executed Certificate of Merger, merging the Georgia LLLP into the Florida LLLP. I have also attached the Plan of Merger in the event you need it. If there is anything else you need please let me know. If not, please call me when the certified copy is ready to be picked up.

Thank you very much for your help, I really appreciate it.

Curt

THE INFORMATION CONTAINED IN THIS TELECOPY MESSAGE IS CONFIDENTIAL, ATTORNEY-CLIENT PRIVILEGED INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

MESSER CAPARELLO & SELF Fax:8502244359

Dec 21 2007 12:39 P.06

Dec 20 07 04:06p Robert M. Dixon

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P.06

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Dec 20 2007 16:03

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
FOR  
ROBERT M. DIXON FAMILY LIMITED PARTNERSHIP, LLLP**

In accordance with Florida Statutes Section 620.2104, this Certificate of Merger is submitted to merge the **ROBERT M. DIXON FAMILY PARTNERSHIP, LLLP**, a Georgia Limited Liability Limited Partnership, into **ROBERT M. DIXON FAMILY LIMITED PARTNERSHIP, LLLP**, a Florida Limited Liability Limited Partnership.

1. The exact name, form of entity, and jurisdiction for the Merging Entity are as follows:

Robert M. Dixon Family Partnership, LLLP, a limited liability limited partnership organized under the laws of the State of Georgia.

2. The exact name, form of entity, and jurisdiction of the Surviving Entity are as follows:

Robert M. Dixon Family Limited Partnership, LLLP, a limited liability limited partnership organized under the laws of the State of Florida.

3. The date the merger is effective under the governing laws of the Surviving Entity, Florida, is December 21, 2007.

4. The merger was approved by each entity as required by its respective governing law.

5. If the Surviving Entity 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 Florida Statute Section 620.2109(2), are as follows:

Street and mailing address:

240 Gulfshores Drive, Unit 733  
Destin, Florida 32541-5049

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Dec 21 2007 12:39 P.07

Dec 20 07 04:06p Robert M. Dixon  
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6. The merger was approved as required by Chapter 620, Florida Statutes, and was approved in such a manner that complied with the Merging Entities governing law.

Executed on this 20<sup>th</sup> day of December, 2007, at Destin, Florida.

ROBERT M. DIXON FAMILY  
PARTNERSHIP, LLLP, a Georgia Limited  
Liability Limited Partnership

By: Robert M. Dixon  
ROBERT M. DIXON, General Partner

ROBERT M. DIXON FAMILY LIMITED  
PARTNERSHIP, LLLP, a Florida Limited Liability  
Limited Partnership

By: Robert M. Dixon  
ROBERT M. DIXON, General Partner

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Dec 21 2007 12:38 P.02

Dec 20 07 04:05p Robert M. Dixon  
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Dec 20 2007 16:02 P.02

**PLAN OF MERGER OF  
ROBERT M. DIXON FAMILY LIMITED PARTNERSHIP, LLLP**

The undersigned General Partner and majority limited partner, in accordance with Florida Statute Sections 620.2106 and 620.2107, hereby adopts this Plan of Merger for the Robert M. Dixon Family Limited Partnership, LLLP, as provided herein:

1. The Robert M. Dixon Family Partnership, LLLP (the "Merging Partnership"), is a limited liability limited partnership duly organized and formed under the laws of the State of Georgia on November 12, 2004, and is validly existing and in good standing in Georgia. The Georgia Secretary of State's file number for the Limited Partnership is 0466823.
2. The Robert M. Dixon Family Limited Partnership, LLLP, a limited liability limited partnership organized and formed under the laws of the State of Florida (the "Surviving Partnership") filed a Certificate of Limited Partnership with the Florida Secretary of State on or about February 16, 2006, and is currently authorized to transact business in Florida, and is validly existing and in good standing in Florida. The Florida Secretary of State's file number for the Limited Partnership is A0600000281.
3. The General Partner desires to convert the Merging Partnership into the Surviving Partnership pursuant to this Plan of Merger (the "Plan") as authorized under the Florida Statutes. The Surviving Partnership will be organized under the laws of the State of Florida.
4. The Surviving Partnership will continue to operate under the name of Robert M. Dixon Family Limited Partnership, LLLP. The mailing and street address of the Surviving Partnership will be 240 Gulfshores Drive, Unit 733, Destin, Florida 32541-5049, and the registered agent at that address will be Robert M. Dixon.
5. In merging the Merging Partnership into Surviving Partnership, the partners of the

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Merging Partnership are each continuing their respective interests in the Surviving Partnership as they owned in the Merging Partnership. Each partner's total percentage interest in profits and losses and capital of the Surviving Partnership will be the same as that partner's total percentage interest in profits and losses and capital of the Merging Partnership immediately prior to the Effective Date (as defined below), and shall be as set forth in the Schedule of Interests in the Surviving Partnership attached hereto and made a part of this Plan by this reference.

6. From and after the Effective Date (as defined below), the business of the Merging Partnership will be carried on by the Surviving Partnership and all the rights and property of the Merging Partnership will be vested in the Surviving Partnership and all debts, liabilities, and obligations of the Merging Partnership shall continue as debts, liabilities, and obligations of the Surviving Partnership. All holders of interests in the Surviving Partnership will be bound by the terms of the Certificate of Limited Partnership and the Limited Partnership Agreement of the Surviving Partnership, copies of which are attached hereto and made a part of this Plan.

7. It is the desire and intent of the General Partner of Merging Partnership that the merger will be tax free to the partners under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale of exchange under IRC § 708, and will not result in a termination of the Merging Partnership for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

8. The principal terms of this Plan have been approved by the General Partner of the Merging Partnership, who is also the majority owner of the limited partner interests, and who will continue to be the General Partner and majority owner of the limited partner interests of the Surviving Partnership.

9. The Merging Partnership and Surviving Partnership shall take all such further

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actions as may be required to complete the Merger, including the filing of a Certificate of Merger and any other documents required by the State of Florida, and any documents required to be filed in the State of Georgia to transfer the legal rights of the Merging Partnership to the Surviving Partnership. The Merger shall be effective on the date that the Certificate of Merger is accepted for filing by the Florida Secretary of State (the "Effective Date"). After the Effective Date, certified copies of the Certificate of Merger shall be recorded in the county recorder's office of counties where the Merging Partnership held real property, as required.

Executed on this 20<sup>th</sup> day of December, 2007, at Destin, Florida.

ROBERT M. DIXON FAMILY  
PARTNERSHIP, LLLP, a Georgia Limited Liability  
Limited Partnership

By:   
ROBERT M. DIXON, General Partner

ROBERT M. DIXON FAMILY LIMITED  
PARTNERSHIP, LLLP, a Florida Limited Liability  
Limited Partnership

By:   
ROBERT M. DIXON, General Partner



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**Robert M. Dixon Family Limited Partnership, LLLP**

**Schedule of Interests**

<u>General Partner</u>	<u>Share</u>	<u>Limited Partner</u>	<u>Share</u>
Robert M. Dixon	1%	Robert M. Dixon	87%
		Mary E. Dixon	2%
		Robert M. Dixon, Jr.	2%
		Jamie D. King	2%
		Preston C. Dixon	2%
		Mary C. Dixon	2%
		James F. Dixon	2%