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MERGER OR SHARE EXCHANGE

CROSS CREEK RANCH, LLLP

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**ARTICLES/CERTIFICATE OF MERGER
OF R3, LLC,
A CALIFORNIA LIMITED LIABILITY COMPANY
INTO
CROSS CREEK RANCH, LLLP,
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 620.2106, et. seq. of the Florida Statutes and Section 17550, et. seq. of the California Corporations Code, the undersigned entities adopt the following Articles of Merger for the purpose of merging R3, LLC, a California limited liability company (CA Secretary of State File Number 199534810020) ("Absorbed Entity") into CROSS CREEK RANCH, LLLP, a Florida limited liability limited partnership ("Surviving Entity").

1. The Plan of Merger was adopted by the members, managers and/or managing general partner of each of the undersigned entities in the manner prescribed by the Florida Revised Uniform Limited Partnership Act of 2005 and the California Limited Liability Company Act, as applicable. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is March 8, 2006.

2. The dates of adoption of the Plan of Merger by the members, managers and/or managing general partners of the undersigned entities were:

<u>Name of Entity</u>	<u>Date</u>
CROSS CREEK RANCH, LLLP, a Florida limited liability limited partnership	March <u>8</u> , 2006
R3, LLC, a California limited liability company	March <u>8</u> , 2006

3. All of the members and managers of the Absorbed Entity voted in favor of the

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merger and such votes were sufficient for approval. All of the general partners of the
Surviving Entity voted in favor of the merger and such votes were sufficient for approval.

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DATED: March 8, 2006.

SURVIVING ENTITY

CROSS CREEK RANCH, LLLP, a Florida limited liability limited partnership

By: Beverly Management LLC, a Florida limited liability company, Sole Managing General Partner

By: [Signature]
As its: Sole Managing Member

ABSORBED ENTITY

R3, LLC, a California limited liability company

By: Patricia Dyson
Patricia Dyson
As its: Sole Manager

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EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER dated March 8, 2006, by and between CROSS CREEK RANCH, LLLP, a Florida limited liability limited partnership (hereinafter referred to as the "Surviving Entity"), and R3, LLC, a California limited liability company (hereinafter referred to as the "Absorbed Entity").

WITNESSETH:

WHEREAS, the Surviving Entity is a Florida limited liability limited partnership organized and existing under the laws of the State of Florida with its principal office at 4449 Bay Shore Road, Sarasota, Florida 34234; and

WHEREAS, the Surviving Entity has one hundred (100) partnership units currently issued and outstanding; and

WHEREAS, Absorbed Entity is a limited liability company organized and existing under the laws of the State of California, with its principal office at 1834 11 Street, #6, Santa Monica, CA 90404; and

WHEREAS, Absorbed Entity has one hundred (100) membership interest units currently issued and outstanding; and

WHEREAS, the members, managers and managing general partner of the constituent entities deem it desirable and in the best interest of the entities and their members/partners that the absorbed entity be merged into the Surviving Entity pursuant to the provisions of Section 620.2106, et. seq. of the Florida Statutes and Section 17550, et. seq. of the California Corporations Code.

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NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent entities agree as follows:

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SECTION ONE - MERGER

Effective March 8, the Absorbed Entity shall merge with and into the Surviving Entity. The name of the Surviving Entity shall be Cross Creek Ranch, LLLP, a Florida limited liability limited partnership.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by this merger.

SECTION THREE - CONVERSION OF INTERESTS

Upon the effective date of the Merger, each issued and outstanding membership interest unit of the Absorbed Entity shall be converted into one (1) partnership interest unit of the Surviving Entity.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Entity will continue to be treated as a partnership under the Internal Revenue Code of 1986, as amended. When the Absorbed Entity, a California limited liability company, shall cease to exist on the effective date of the merger, the taxable year of the Absorbed Entity will end.

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SECTION FIVE - CHANGES IN CERTIFICATE AND AFFIDAVIT

The Affidavit and Certificate of Limited Partnership of the Surviving Entity shall continue to be the same following the effective date of the merger.

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SECTION SIX - CHANGES IN PARTNERSHIP AGREEMENT

The Partnership Agreement of the Surviving Entity shall continue to be its Partnership Agreement following the effective date of the merger.

SECTION SEVEN - GENERAL PARTNERS

The Surviving Entity shall be managed by one or more managing general partners and such general partner(s) shall have the powers, duties and obligations as set forth in the Surviving Entity's Partnership Agreement.

SECTION EIGHT - APPROVAL BY MEMBERS, MANAGERS

AND MANAGING GENERAL PARTNER

This Plan of Merger shall be submitted for the approval of the members, managers and managing general partners of the constituent entities in the manner provided by the applicable laws of the State of Florida and the State of California at meetings to be held on or before March 8, 2006, or at such other times as to which the members, managers and managing general partners of the constituent entities may agree.

SECTION NINE - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be March 8, 2006.

SECTION TEN - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

SECTION ELEVEN – CALIFORNIA FILING REQUIREMENTS

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Pursuant to California Corporations Code §17555(g)(1), (2) and (3), the undersigned Surviving Entity hereby (i) consents to being served in the State of California in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in the Absorbed Entity; (ii) irrevocably appoints the California Secretary of State as its agent for service of process with all service of process being sent to the Surviving Entity at 4449 Bay Shore Road, Sarasota, Florida 34234; and (iii) agrees to promptly pay the holder of any dissenting interest or dissenting share in the Absorbed Entity any amount which he or she may be entitled to under California Law.

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Date: March 2, 2006.

SURVIVING ENTITY


CROSS CREEK RANCH, LLLP, a Florida limited liability limited partnership

By: Beverly Management LLC, a Florida limited liability company, Managing General Partner

By: 
 Steven A. Jacobs
 As its: Managing Member

ABSORBED ENTITY

R3, LLC, a California limited liability company

By: 
 Patricia Dyson
 As its: Manager