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**MERGER OR SHARE EXCHANGE  
 THOMAS J. GAST FAMILY PARTNERSHIP LLLP**

Certificate of Status	0
Certified Copy	1
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**\$157.50**

**C. LEWIS**  
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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

The following Certificate of Merger is submitted to merge the following Florida partnership in accordance with Section 620.2108 of the Florida Statutes.

**FIRST:** The exact names, street addresses, form/entity types, and jurisdictions of the merging partnership are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Thomas J. Gast Family Limited Partnership 10203 Three Rivers Road Gulfport, MS 39503	Mississippi	Limited Partnership

**SECOND:** The exact name, street address, form/entity type, and jurisdiction of the surviving partnership are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Thomas J. Gast Family Partnership, LLLP 1601 South Highland Avenue Suite A Clearwater, FL 33756	Florida A09000000753	Limited Liability Limited Partnership

**THIRD:** The attached Plan of Merger meets the requirements of Sections 620.2106, Florida Statutes (2009), and was approved by each partnership that is a party to the merger in accordance with the applicable provisions of Chapter 620, Florida Statutes (2009).

**FOURTH:** The merger shall become effective as of the later of (i) the date of filing the Certificate of Merger with the Secretary of State for the State of Florida or (ii) the date of filing the Certificate of Merger with the Secretary of State for the State of Mississippi.

**FIFTH:** The Certificate of Limited Partnership of the surviving partnership, as in effect on the date hereof, shall from and after the Effective Date of the Merger be, and continue to be, the Certificate of Limited Partnership of the surviving partnership until changed or amended as provided by law.

**SIXTH:** This Merger was approved by each partnership as required by the governing law of Florida and Mississippi.

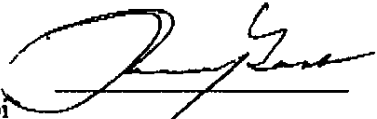

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**SEVENTH:** Signatures for each Party:

<u>Name</u>	<u>Signature</u>	<u>Typed Name</u>
Thomas J. Gast Limited Family Partnership, a Mississippi limited partnership		Thomas J. Gast, as general partner
Thomas J. Gast Family Partnership, LLLP, a Florida limited liability limited partnership		Thomas J. Gast, as general partner

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**PLAN OF MERGER OF  
THE THOMAS J. GAST FAMILY LIMITED PARTNERSHIP,  
A MISSISSIPPI LIMITED PARTNERSHIP  
WITH AND INTO  
THE THOMAS J. GAST FAMILY PARTNERSHIP, LLLP,  
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

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THIS PLAN OF MERGER OF THE THOMAS J. GAST FAMILY LIMITED PARTNERSHIP, A MISSISSIPPI LIMITED PARTNERSHIP WITH AND INTO THE THOMAS J. GAST FAMILY PARTNERSHIP, LLLP, A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP (“Plan of Merger”) is made and entered into this 30 day of November, 2009, by and between the Thomas J. Gast Family Limited Partnership, a Mississippi limited partnership (“Mississippi Partnership”) and the Thomas J. Gast Family Partnership, LLLP, a Florida limited liability limited partnership (“Surviving Partnership”).

**RECITALS**

A. The General Partner and all of the Limited Partners of the Mississippi Partnership and the Surviving Partnership have determined that the Mississippi Partnership shall be merged with and in the Surviving Partnership in accordance with Sections 620.2106 through 620.2109, Florida Statutes (2009), with the Surviving Partnership being the surviving entity.

NOW, THEREFORE, in consideration of the mutual promises set forth below, and for other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged by both parties, it is agreed as follows:

1. Recitals. The statements of fact set forth above are true and correct and are incorporated herein and made a part hereof.
2. Name, Form of Entity and Jurisdiction of Each of the Constituent Entities. The names, types of entity and jurisdiction of each of the constituent limited partnerships to the Merger are as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Thomas J. Gast Family Limited Partnership	Limited Partnership	Mississippi
Thomas J. Gast Family Partnership, LLLP	Limited Liability Limited Partnership	Florida

3. Name, Form of Entity and Jurisdiction of Surviving Partnership. The Surviving Partnership in the Merger shall be the Thomas J. Gast Family Partnership, LLLP, a Florida limited liability limited partnership.

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4. Terms and Procedures for Accomplishment of the Merger.

(a) On the Effective Date (as defined in paragraph 7 below), the Mississippi Partnership will be merged with and in the Surviving Partnership (the "Merger"). The name of Surviving Partnership shall be the Thomas J. Gast Family Partnership, LLLP.

(b) By virtue of the mutual identity of the partners of the Mississippi Partnership and the partners of the Surviving Partnership, no additional interest in the Surviving Partnership will be issued to the partners of the Mississippi Partnership and, as the case may be, each one percent (1%) interest (or fraction thereof) as a general or limited partner of the Mississippi Partnership will be converted into a one percent (1%) interest (or fraction thereof) in the Surviving Partnership as a general partner (in the case of the general partner of the Mississippi Partnership) or as a limited partner (in the case of all of the limited partners of the Mississippi Partnership) as a result of the Merger. Additionally the capital accounts of the partners of the Mississippi Partnership which shall be instantly, as of the Effective Date, merged with and combined with the capital accounts of the respective partners of the Surviving Partnership.

(c) A Statement of Merger with respect to the Merger shall be filed with the Secretary of State of the State of Mississippi and with the Secretary of State of the State of Florida. Thereafter, a copy of the Statement of Merger as certified by the Secretary of State of Mississippi shall be filed in each county in the State of Mississippi and in any other State in which any real property owned by the Mississippi Partnership was located. On the Effective Date, the Limited Partnership Agreement of the Mississippi Partnership, dated December 29, 1992, shall be terminated and have no further force or effect.

5. Organization Documents of Surviving Partnership. The Certificate of Limited Partnership of the Surviving Partnership filed immediately prior to the Merger shall be the Certificate of Limited Partnership of the Surviving Partnership. The Limited Partnership Agreement of the Surviving Partnership shall be the Limited Partnership Agreement of the Thomas J. Gast Family Partnership, LLLP, in the same form as the form attached hereto as Exhibit "A" and made a part hereof, until changed or amended in accordance with the terms thereof.

6. Address of Surviving Partnership. The address of the general partner of the Surviving Partnership is 229 Pine Road, Belleair, Florida 33756.

7. Effect of Merger. The provisions of this Plan of Merger, when implemented on or before the Effective Date, shall have the legal effect described in Section 620.2109, Florida Statutes (2009) and Section 79-13-906, Mississippi Code (2009).

8. Effective Date. The Effective Date of the Merger shall be the later of (i) the filing of the Certificate of Merger with the Secretary of State of the State of Florida or (ii) the filing of the Certificate of Merger with the Secretary of State of the State of Mississippi.

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9. Consents. The general partner and all of the limited partners of each of the constituent limited partnerships have executed a Consent to the Plan of Merger which is attached to this Plan of Merger and made a part hereof.

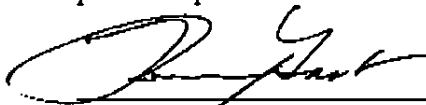
10. Counterparts. This Plan of Merger (including the Consents of the general partner and limited partners) may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement.

11. Governing Law. This Plan of Merger has been executed in the State of Florida and shall be governed by the laws of the State of Florida and by the laws of the State of Mississippi.

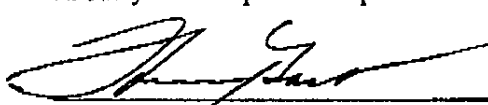
12. Entire Agreement. This Plan of Merger, together with all exhibits and Consents, shall constitute the entire agreement of the parties with respect to the subject matter hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger the day and year first above written.

THOMAS J. GAST FAMILY LIMITED PARTNERSHIP, a Mississippi limited partnership

  
\_\_\_\_\_  
Thomas J. Gast, General Partner

THOMAS J. GAST FAMILY PARTNERSHIP, LLLP, a Florida limited liability limited partnership

  
\_\_\_\_\_  
Thomas J. Gast, General Partner

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