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Division of Corporations

FAX NO.

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**Grubbs Holdings, LLLP**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$77.50

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**CERTIFICATE OF MERGER**

of

**GRUBBS HOLDINGS 2, LLC**  
(a Florida limited liability Company)

with and into

**GRUBBS HOLDINGS, LLLP**  
(a Florida limited liability limited partnership)

Pursuant to Section 608.4382 and 620.2108 of the Florida Statutes, **GRUBBS HOLDINGS 2, LLC**, a Florida limited liability Company (the "Company"), and **GRUBBS HOLDINGS, LLLP**, a Florida limited liability limited partnership (the "Partnership"), hereby submit this Certificate of Merger:

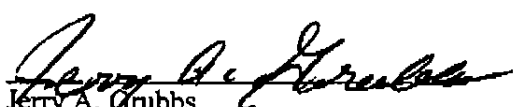

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of the Company with and into the Partnership is attached to this Certificate of Merger as Exhibit "A" and is specifically incorporated herein by this reference.

2. This Certificate of Merger shall be effective as of the date of filing.

3. The Plan was approved by the Company, in accordance with the applicable provisions of Section 608.4381 of the Florida Limited Liability Company Act and the written consent of each member of the Company who will become a General Partner of the Partnership has been obtained pursuant to Section 608.4381(2).

4. The Plan was approved by the Partnership, in accordance with the applicable provisions of Section 620.2108 of the Florida Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed in their respective names this 19 day of March, 2010.

**GRUBBS HOLDINGS 2, LLC****GRUBBS HOLDINGS, LLLP**  
Jerry A. Grubbs  
Manager  
Jerry A. Grubbs  
General Partner and Manager

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER**

of

**GRUBBS HOLDINGS 2, LLC**  
(a Florida limited liability company)

with and into

**GRUBBS HOLDINGS, LLLP**  
(a Florida limited liability limited partnership)

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into this 19 day of March, 2010, between **GRUBBS HOLDINGS 2, LLC**, a Florida Limited Liability Company (the "Company") and **GRUBBS HOLDINGS, LLLP**, a Florida Limited Liability Limited Partnership (the "Partnership") (the Company and the Partnership are hereinafter collectively referred to as the "Constituent Entities").

**WITNESSETH:**

**WHEREAS**, the Partnership is a limited liability limited partnership organized and existing under the laws of the State of Florida, with its principal office at 4432 South Jefferson Street, Lamont, Florida 32326;

**WHEREAS**, the Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4432 South Jefferson Street, Lamont, Florida 32326; and

**WHEREAS**, all of the members of the Company and all of the partners of the Partnership have deemed it advisable to merge the Company with and into the Partnership (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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ALACHUA COUNTY, FLORIDA

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**ARTICLE I**

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of the Company shall cease and the Company shall be merged, pursuant to Florida law, with and into the Partnership, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

**ARTICLE II**

The Surviving Entity shall be governed by the laws of the State of Florida.

**ARTICLE III**

On the effective date of the Merger, the separate existence of the Company shall cease, and the Partnership, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Company, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Company, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

**ARTICLE IV**

The current Certificate of Limited Liability Limited Partnership of the Surviving Entity shall continue to be its Certificate of Limited Liability Limited Partnership following the effective date of the merger.

**ARTICLE V**

The current Manager of the Surviving Entity shall continue to be the Manager of the Surviving Entity until his successor has been elected or appointed and qualified following the effective date of the Merger.

**ARTICLE VI**

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective members at any time prior to the Effective Date of the Merger.

**ARTICLE VII**

The Merger shall be effective as of the date the Certificate of Merger is filed with the Florida Secretary of State.

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**ARTICLE VIII**

The interest held in the Surviving Entity shall be recapitalized to be held by the partners as follows:

**GENERAL PARTNERS**

<u>General Partners</u>	<u>General Partner Percentage Interest</u>	<u>Total Partnership Percentage Interest</u>
Jerry A. Grubbs	100%	1%
Total	100%	1%

**LIMITED PARTNERS**

<u>Limited Partners</u>	<u>Limited Partner Percentage Interest</u>	<u>Total Partnership Percentage Interest</u>
Jerry A. Grubbs & Doris Stokley Grubbs, as Tenants by the Entirety	85.9%	85%
Jerry A. Grubbs	9.4%	9.34%
Jerry A. Grubbs Irrevocable Trust dated November 18, 2009	4.7%	4.66%
Total	100%	99%

**ARTICLE IX**

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

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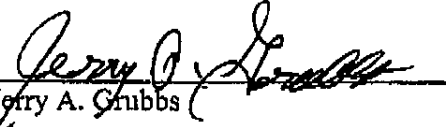
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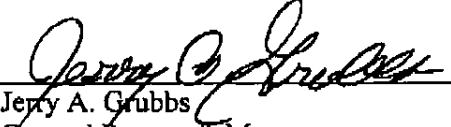
IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the date first above written.

GRUBBS HOLDINGS 2, LLC

  
Jerry A. Grubbs  
Manager

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GRUBBS HOLDINGS, LLLP

  
Jerry A. Grubbs  
General Partner & Manager

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