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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : QUARLES & BRADY LLP
Account Number : 120000000067
Phone : (239) 262-5959
Fax Number : (239) 434-4999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

DECADE GULFCOAST LIMITED PARTNERSHIP

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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Chicago, Illinois
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September 1, 2006

VIA FAX - 850-205-0380

Florida Department of State
Division of Corporations
Tallahassee FL 32399

RE: Merger of Sunny Motel Limited Partnership into Decade Gulfcoast Limited Partnership

Dear Sir/Madam:

Enclosed for filing is a Certificate of Merger in the referenced matter with an effective date of September 1, 2006. The filing fees of \$105 should be charged to Quarles & Brady LLP's prepaid account.

Thank you for your assistance in this matter. If you have any questions, please call me at 414-277-5189.

Very truly yours,

Susan T. Lapinski
Corporate Paralegal

Enclosures
250259.30001

cc: Mr. Michael Sweet (w/encl - via email)
Mary Neece Fertl, Esq. (w/encl)

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**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> |
|---------------------------------|---------------------|---------------------------------|
| SUNNY MOTEL LIMITED PARTNERSHIP | FLORIDA | LIMITED PARTNERSHIP A04-1742 |
| | | |
| | | |
| | | |

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> |
|---------------------------------------|---------------------|--------------------------------|
| DECADE GULF COAST LIMITED PARTNERSHIP | FLORIDA | LIMITED PARTNERSHIP A95-230 |

THIRD: The date the merger is effective under the governing laws of the surviving party is: SEPTEMBER 1, 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.

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TALLAHASSEE, FLORIDA

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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: N/A

Mailing address: N/A

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

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TALLAHASSEE, FLORIDA

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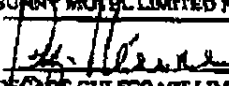
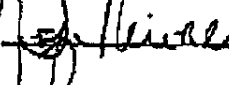
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SEVENTH: Signature(s) for Each Party:

(Merger 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: |
|--------------------------------------|---|--|
| SUNNY MOTEL LIMITED PARTNERSHIP |  | JEFFREY KEIERLEBER, SOLE MEMBER OF SUNNY OP, LLC, GENERAL PARTNER |
| DECADE GULFCOAST LIMITED PARTNERSHIP |  | JEFFREY KEIERLEBER, PRESIDENT OF JK INVESTMENTS OF CLEARWATER, INC., GENERAL PARTNER |
| | | |
| | | |
| | | |
| | | |

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

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