

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Vanair Partners, LTD

Certificate of Status	1
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CERTIFICATE OF MERGER

VANAIR, LLC,

a Florida limited liability company (Merging Entity)

with and into

VANAIR PARTNERS, LTD.,

a Florida limited partnership (Surviving Entity)

This certificate of merger is submitted in accordance with the Florida Limited Liability Company Act, Florida Statutes Section 608.401 et seq. (the "LLC Act") and in particular Section 608.4382 of the LLC Act, and with the Florida Revised Uniform Limited Partnership Act of 2005, Florida Statutes Section 620.1101 et seq. (the "LP Act") and in particular Section 620.2108 of the LP Act.

Article 1. The name of the surviving entity is VANAIR PARTNERS, LTD., a Florida limited partnership (document number A97000002100).

Article 2. The name of the merging entity is VANAIR, LLC, a Florida limited liability company (document number L99000009074).

Article 3. The plan of merger is attached hereto as Exhibit A.

Article 4. The effective date of the merger shall be the date on which these articles are filed with the Department of State of the State of Florida.

Article 5. The plan of merger was adopted by unanimous written consent of the members and managers of the merging entity on July 19, 2006, constituting the necessary approval of the merger by such entity pursuant to the LLC Act.

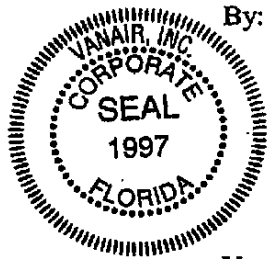
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Article 6. The plan of merger was adopted by unanimous written consent of the limited and general partners of the surviving entity on July 19, 2006, constituting the necessary approval of the merger by such corporation pursuant to the LP Act.

Vanair Partners, Ltd., a Florida limited partnership



By: Vanair, Inc., a Florida corporation, its
general partner

By:
Its:

Dorian M. Burke
VICE-PRESIDENT

Vanair, LLC, a Florida limited liability company



By: NAP Investments Management Company, Inc.,
a Georgia corporation, manager and
authorized representative of the members

By:
Its:

Dorian M. Burke
ASSISTANT SECRETARY
-SOUTHEAST OPERATIONS

Exhibit A: Plan of Merger

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EXHIBIT A

PLAN OF MERGER

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>
Vanair, LLC	Florida	Limited Liability Company
NAP Vanair III LLC	Florida	Limited Liability Company

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>
Vanair Partners, Ltd.	Florida	Limited Partnership

THIRD: The terms and conditions of the merger are as follows:

See attached

(Attach additional sheet if necessary)

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Attachment to Plan of Merger

At the time when the Merger shall become effective (hereinafter referred to as the "Effective Date"), the merging entities ("Merging Entities") will merge with and into surviving entity ("Surviving Entity") (the Merging Entities and the Surviving Entity are collectively referred to as the "Constituent Entities") and Surviving Entity will be the sole continuing and surviving entity in the Merger, will continue to exist as a limited partnership under the laws of the State of Florida and will be the only one of the Constituent Entities to continue its separate existence after the Effective Date.

The name of the Surviving Entity shall remain Vanair Partners, Ltd.

The principal office of the Surviving Entity shall initially be located at 7500 College Parkway, Fort Myers, Florida 33907.

The purposes for which the Surviving Entity is formed are to own, sell, operate, and manage real estate and do all things deemed to be necessary, incidental, or appropriate in connection therewith.

The limited partnership agreement of Surviving Entity as in effect immediately before the Effective Date, as amended, shall be the limited partnership agreement of the Surviving Entity until amended in accordance with law.

On the Effective Date and as a result of the Merger, each of the issued and outstanding membership interests of the Merging Entities shall, automatically and without any further act of the Constituent Entities, be cancelled and extinguished.

On the Effective Date and as a result of the Merger, the membership interests of the Constituent Entities shall be, automatically and without any further act of any party, interests in the Surviving Entity as agreed upon by the parties to this agreement.

On and after the Effective Date and as a result of the Merger, the separate existence of the Merging Entities shall cease; provided, however, that whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the Surviving Entity, the members or manager of each of the Merging Entities shall execute, acknowledge and deliver such instruments and do such acts. For purposes of the foregoing sentence only, the existence of the Merging Entities and the authority of its managers and members shall be continued notwithstanding the Merger.

On and after the Effective Date, all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights and credits, owned by the Constituent Entities, or which would inure to any of them, shall immediately, by operation of law and without any conveyance or transfer and without any further act or deed, be vested in and become the property of the Surviving Entity, which shall have, hold and enjoy the same in its own right as fully

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and to the same extent as the same were possessed, held and enjoyed by the Constituent Entities before the Merger, and the Surviving Entity shall be deemed to be and shall be a continuation of the entities and identities of the Merging Entities and Surviving Entity on and after the Effective Date.

All of the rights and obligations of the Constituent Entities shall remain unimpaired, and the Surviving Entity shall succeed to all of such rights and obligations and the duties and liabilities connected therewith. Title to any real estate or any interest therein vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. Any claim existing, or act or proceeding pending, by or against any of the Constituent Entities, may be prosecuted to judgment with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place.

On and after the Effective Date, all the rights of creditors of each of the Constituent Entities shall be preserved unimpaired, and all liens on the property of any of the Constituent Entities shall be preserved unimpaired, on only the property affected by any such lien immediately prior to the Effective Date.

The Merger shall become effective upon the filing in the Office of the Secretary of State of Florida a Certificate of Merger in accordance with Section 608.4382 and Section 620.2108 of the Florida Statutes.

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