

08/30/2006 11:14 FAX 407 4231831

DEAN MEAD ORLANDO

001/004

Division of Corporations

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Florida Department of State  
 Division of Corporations  
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**A9900002102**

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From:  
 Account Name : DEAN, MEAD, ECERTON, BLOODWORTH, CAPDUANO & BOZARTH, P.A.  
 Account Number : 076077001702  
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RECEIVED  
 06 AUG 30 AM 8:00  
 DIVISION OF CORPORATIONS

### MERGER OR SHARE EXCHANGE

Clayton Investments, Ltd.

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 2006 AUG 30 AM 8:40

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

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→ THIS IS A RE-SEND OF THE ATTACHED CERTIFICATE OF MERGER THAT WAS SUBMITTED BY FAX FOR FILING ON 08/28/06, PER TELEPHONE CALL TODAY WITH MARIA. HAVE NOT YET RECEIVED CONFIRMATION OF FILING OF THE CERTIFICATE OF MERGER.

MARY FENDLE

08/30/2006 11:14 FAX 407 4231831

DEAN MEAD ORLANDO

002/004

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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>
<u>Clayton Investments II, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
_____	_____	<u>A01000000363</u>
_____	_____	_____
_____	_____	_____

**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>
<u>Clayton Investments, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
_____	_____	<u>A990000002102</u>

**THIRD:** The date the merger is effective under the governing laws of the surviving party is: upon filing.

**(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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003/004

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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: not applicable

\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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

None

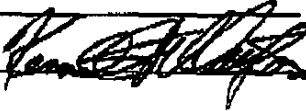
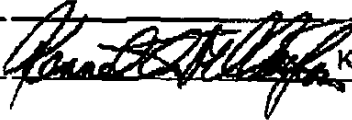
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**SEVENTH:** Signature(s) for Each Party:

(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:
WMC Management, LLC, as		
General Partner of Clayton		
Investments II, Ltd.		Kenneth M. Clayton, Member
WMC Management, LLC, as		
General Partner of Clayton		
Investment, Ltd.		Kenneth M. Clayton, Member

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

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