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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 9, 2001

JRG, L.L.C.  
420 CLEMATIS STREET  
WEST PALM BEACH, FL 33401

SUBJECT: JRG, L.L.C.  
REF: L00000003093

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FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

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Letter Number: 601A00001093

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

J.R.G. PARTNERSHIP, A FLORIDA ENTITY

into

**JRG, L.L.C.**, a Florida entity L00000003093

File date: January 9, 2001

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

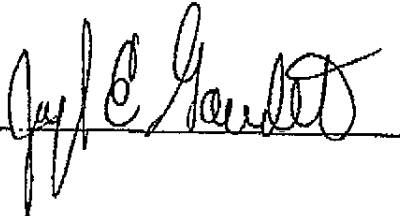
1. The attached Plan of Merger meets the requirements of Section(s) 608.438, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

2. If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

3. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

4. The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

J.R.G. PARTNERSHIP

By: 

JRG, LLC

By: 

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes,

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
J.R.G. Partnership	Florida

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
JRG, LLC	Florida

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

J.R.G. Partnership shall be merged into JRG, LLC.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests owned by each partner in the merging party shall be converted into an equal percentage interest of the surviving party on a one for one basis.

FIFTH

The surviving party is to be managed by its managers whose names and addresses are as follows:

Joseph E. Gaudet	420 Clematis Street West Palm Beach, Florida 33401
Joseph E. Gaudet III	420 Clematis Street West Palm Beach, Florida 33401
Robert S. Gaudet	420 Clematis Street West Palm Beach, Florida 33401

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