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809877/10000U
August 23, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

VCP-Hunter's Creek, Inc. into VCP-Hunter's Creek, LLC

00789-02692-00671

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy

Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Certificate of Fictitious Name
- ☐

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 PM 3:30
RECEIVED
00 AUG 23 AM 11:04
DIVISION OF CORPORATIONS

FILE
SECOND

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****100.00 ****100.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

UCC FILING & SEARCH SERVICES

SUBJECT: VCP-HUNTER'S CREEK, LLC
Ref. Number: L00000010146

We have received your document for VCP-HUNTER'S CREEK, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 600A00045268

RECEIVED
00 AUG 24 AM 10:29
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

VCP-HUNTER'S CREEK, INC., A Florida Corporation, P00000056326

,

INTO

VCP-HUNTER'S CREEK, LLC, a Florida entity, L00000010146

File date: August 23, 2000

Corporate Specialist: Michelle Hodges

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER AND PLAN OF MERGER

Merging
VCP-HUNTER'S CREEK, INC.,
a Florida corporation
and
VCP-HUNTER'S CREEK, LLC
a Florida limited liability company

1. The names of the companies which are parties to this merger are VCP-HUNTER'S CREEK, INC., a Florida corporation ("the Corporation"), whose address is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257 and VCP-HUNTER'S CREEK, LLC, a Florida limited liability company (the "LLC"), whose address is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

2. The surviving entity shall be VCP-Hunter's Creek, LLC, a Florida limited liability company, whose address shall remain 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

3. The merger is permitted under the laws of Florida and is not prohibited by the bylaws or Articles of Incorporation of the Corporation or the Operating Agreement or Articles of Organization of the LLC.

4. The authorized capital stock of the Corporation consists of 1,000 shares of common stock, par value \$0.01 per share, 100 shares of which are issued and outstanding (the "Stock").

5. The following Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes (2000), and was approved by the Corporation and the LLC in accordance with Chapters 607 and 608, Florida Statutes (2000).

6. The owners of all of the outstanding Stock of the Corporation are also the owners of all of the Membership Interests in the LLC and each such owner owns the same percentage interest in the Corporation as in the LLC. Therefore, upon the effective date of the merger and the conversion of the shares of stock in the Corporation to Membership Interests in the LLC, the owners of the stock of the Corporation shall retain their same proportionate ownership in the surviving limited liability company, and there shall be no new owners of the Membership Interests in the surviving LLC.

7. On the effective date of the merger, the Articles of Organization of the LLC shall be the Articles of Organization of the surviving limited liability company.

8. On the effective date of the merger, the Operating Agreement of the LLC shall be the Operating Agreement of the surviving limited liability company.

9. On the effective date of the merger, the managers of the LLC shall be the managers of the surviving limited liability company. The name and business address of the managers of the surviving limited liability company are: John D. Rood, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257 and Mark T. Farrell, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

10. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of the Corporation, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving limited liability company without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving limited liability company as they were of each of the respective companies, and the title to all real estate vested in either of the companies shall not be deemed to revert or to be in any way impaired by

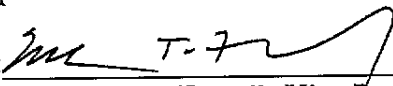
reason of the merger, but shall be vested in the surviving limited liability company. All debts, liabilities and duties of the respective companies shall, thereafter, be assumed by and attached to the surviving limited liability company, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the surviving limited liability company.

11. The merger has been unanimously approved by the shareholders and directors of the Corporation and the members of the LLC by written consents dated August 22, 2000.


12. The merger shall be effective upon the filing of these Articles with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, these Articles have been executed as of the 22nd day of August, 2000.

VCP-HUNTER'S CREEK, INC., a Florida corporation

By: 
Mark T. Farrell, Vice President

VCP-HUNTER'S CREEK, LLC., a Florida limited liability company

By: 
Mark T. Farrell, Member-Manager