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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

RWL3, L.L.C.

Certificate of Status	1
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**Certificate of Merger
For
Florida 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>
RWL 3 Ltd.	FL	Limited partnership A-1820
RWL 3, LLC	FL	Limited liability company L-14091

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>
RWL 3, LLC	FL	Limited liability company

THIRD: The date the merger is effective under the governing laws of the surviving party is December 31, 2007.

FOURTH: The merger was approved by each party as required by its governing law.

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: N/A

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

RWL 3, Ltd shall transfer all of its assets and liabilities to RWL 3, LLC in exchange for two (2) units of ownership in RWL 3, LLC. Upon completion of the merger, RWL 3, Ltd. shall distribute these two (2) units of ownership in RWL 3, LLC to the partners and RWL 3, Ltd. shall terminate.

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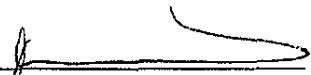
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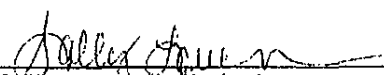
SEVENTH: Signature(s) for Each Party:

(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.)

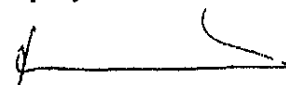
RWL 3, Ltd., a Florida limited partnership

By: 
Robert W. Lovern
Manager of RWL 3, LLC,
the General Partner


Robert W. Lovern, a limited partner


Sally Lovern, a limited partner

RWL 3, LLC, a Florida limited liability company

By: 
Robert W. Lovern, as Managing
Member and as a Member


Sally Lovern, a Member

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