

L01000017929

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December 20, 2001

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****50.00 *****50.00

Re: 2230 Emerson, L.L.C.

Dear Sir or Madam:

I enclose the following:

1. Articles of Merger in which 2230 Emerson, L.L.C. and Henry S. Turner, a sole proprietor trading and doing business as "2230 Emerson" is merging into 2230 Emerson, L.L.C.
2. Check in the amount of \$50.00 (\$25.00 for each entity)

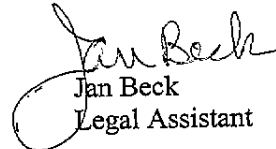
Please send all correspondence relating to 2230 Emerson, L.L.C. to the attention of the LLC's Registered Agent as follows:

Michael N. Schneider
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255-1260

If you need anything further, please call me at (904) 296-0100.

Very truly yours,

Ansbacher & Schneider, P.A.


Jan Beck
Legal Assistant

/jb
Enclosures
01-0814.05

FILED
91 DEC 26 AM 9:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

32

ARTICLES OF MERGER
Merger Sheet

MERGING:

HENRY S. TURNER, a sole proprietorship

into

2230 EMERSON, L.L.C., a Florida entity L01000017929

File date: December 26, 2001

Corporate Specialist: Shawn Logan

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2001 DEC 26 AM 9:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4381 and/or 622.02 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by the sole Managing Member of 2230 Emerson, LLC, a Florida limited liability company, whose address is 1625 Atlantic Boulevard, Jacksonville, Florida 32207, whose Florida document/registration number is L01000017929, whose FEI number is 265-88-5731 (hereinafter referred to as the "Surviving LLC") and Henry S. Turner, a sole proprietorship trading and doing business as "2230 Emerson" (hereinafter referred to as the "Absorbed Sole Proprietorship") whose sole asset is that certain real property described on Exhibit A attached hereto:

PLAN OF MERGER

Section One. Merger. The Absorbed Sole Proprietorship shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Sole Proprietorship shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Sole Proprietorship, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Sole Proprietorship then owing as of such date with respect to the Absorbed Sole Proprietorship, and neither the rights of creditors nor any liens on the property of the Absorbed Sole Proprietorship shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the owner of the Absorbed Sole Proprietorship into Membership Units of the Surviving LLC is as follows:

The entire ownership interest in the Absorbed Sole Proprietorship held on the effective date of the merger shall be converted into 999 Membership Units of the Surviving LLC, which Membership Units of the Surviving LLC shall thereupon be issued and outstanding.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger, except that the Operating Agreement shall be amended to reflect the additional Membership Units issued to the owner of the Absorbed Sole Proprietorship.

Section Six. Managing Member. The Managing Member of the Surviving LLC on the effective date of the merger shall continue as the Managing Member of the Surviving LLC.

Section Seven. Approval by Members and Sole Proprietor. This Plan of Merger has been approved contemporaneously with the execution hereof by the Sole Managing Member of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with Florida Secretary of State.

2. The exact name, street address of its principal office, and jurisdiction of the Surviving LLC are as following:

NAME: 2230 Emerson, L.L.C. JURISDICTION: State of Florida
ADDRESS: 1625 Atlantic Boulevard
Jacksonville, FL 32207

FLORIDA DOCUMENT/REGISTRATION NUMBER: L01000017929

FEI NUMBER: 265-88-5731

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the Sole Managing Member of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

The undersigned 2230 Emerson, L.L.C. and Henry S. Turner, a sole proprietor trading and doing business as "2230 Emerson", have caused these Articles of Merger of 2230 Emerson, L.L.C. and 2230 Emerson into 2230 Emerson, L.L.C., duly executed this 19th day of December, 2001.

2230 Emerson, L.L.C.,
a Florida limited liability company

By: Henry S. Turner
Its Managing Member

"Surviving LLC"

Henry S. Turner
Henry S. Turner, a sole proprietor trading
and doing business as "2230 Emerson"

"Absorbed Sole Proprietorship"

FILED
DEC 26 AM 9:28
CLERK OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

A portion of Emerson Street as closed by Ordinance 77 681 328 lying Northerly of and adjacent to the Northeast corner of Lot 29, Pine Forest, according to the plat thereof as recorded in Plat Book 18, page 100 of the current public records of Duval County, Florida, being more particularly described as follows:

Begin at the Northeast corner of Lot 4 of said Pine Forest; thence South $89^{\circ}08'37''$ West, along the Northerly boundary of said Lot 4, 116.82 feet to a point and the point of beginning; thence North $00^{\circ}24'13''$ West, 23.30 feet; thence South $89^{\circ}08'37''$ West, .22 feet; thence South $00^{\circ}24'13''$ East, 23.30 feet; thence North $89^{\circ}08'37''$ East, .22 feet to the point of beginning.

FILED
2001 DEC 26 AM 9:28
DUVAL COUNTY CLERK
TALLAHASSEE, FLORIDA