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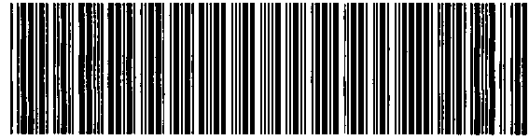
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. HAMPTON
SEP 16 2010
EXAMINER

MICHAEL A. BAVIELLO, JR., P.A.
ATTORNEY AT LAW

September 14, 2010

VIA UPS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Merger/Plan of Merger
694 Commercial Blvd., L.L.C. L01000018459
Duro Properties, L.L.C. L01000018460
Prospect-Shadowlawn, L.L.C. L01000018461 (Surviving Entity)

Dear Madame Secretary:

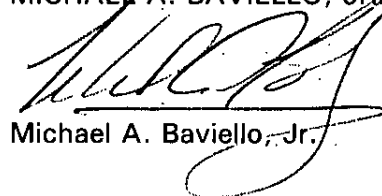
This law firm represents the sole member of the above-referenced limited liability companies. We enclose the original Certificate of Merger with attached Plan of Merger, along with this law firm's check number 9884 payable to the Secretary of State in the amount of \$110.00, which represents:

Filing Fee- Article of Merger/Plan (3 parties)	\$ 75.00
Fee for Certified Copy	30.00
Fee for Certificate of Status	5.00
Total	<hr/> \$ 110.00 <hr/>

We look forward to receiving the certified copy of the Certificate, along with the Certificate of Status in the very near future. If you have any questions, please contact undersigned directly.

Very truly yours,

MICHAEL A. BAVIELLO, JR., P.A.



Michael A. Baviello, Jr.

MAB/jdg
Enclosure

cc: Client

LTR-09142010-State-mergerdocs.wpd

**CERTIFICATE OF MERGER
FOR
694 COMMERCIAL BLVD., L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
AND
DURO PROPERTIES, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
AND
PROSPECT-SHADOWLAWN, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is being submitted in accordance with Section(s) 608.438 through 608.4383, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name, Street Address & FEIN</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Doc Number</u>
694 Commercial Blvd., L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759437	Florida	Limited Liability	LO1000018459
Duro Properties, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759438	Florida	Limited Liability	LO1000018460
Prospect-Shadowlawn, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759435	Florida	Limited Liability	LO1000018461

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name, Street Address & FEIN</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Doc Number</u>
Prospect-Shadowlawn, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759435	Florida	Limited Liability	LO1000018461

THIRD: The attached Plan of Merger meets the requirements of section(s) 608.438 and 608.4381, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter(s) 608 of the Florida Statutes.



FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any operating agreement(s), regulation(s), or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date this Certificate of Merger is filed with Florida Department of State

SIXTH: The Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each party has caused this Certificate of Merger to be signed in its name and on its behalf by its authorized person, and its seal to be hereunder affixed on this 2nd day of September, 2010. Each authorized person acknowledges this Certificate of Merger to be the act and deed of the LLC on whose behalf the authorized person has executed this Certificate of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

694 COMMERCIAL BLVD., L.L.C., a Florida limited liability company

By: _____

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, Its Managing Member

DURO PROPERTIES, L.L.C., a Florida limited liability company

By: _____

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, its Managing Member

PROSPECT-SHADOWLAWN, L.L.C., a Florida limited liability company

By: _____

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, its Managing Member

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**PLAN OF MERGER
FOR
694 COMMERCIAL BLVD., L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
AND
DURO PROPERTIES, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
AND
PROSPECT-SHADOWLAWN, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 608.4381, is being submitted in accordance with section(s) 608.438 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name, Street Address & FEIN</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Doc Number</u>
694 Commercial Blvd., L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759437	Florida	Limited Liability	L01000018459
Duro Properties, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759438	Florida	Limited Liability	L01000018460
Prospect-Shadowlawn, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759435	Florida	Limited Liability	L01000018461

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name, Street Address & FEIN</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Doc Number</u>
Prospect-Shadowlawn, L.L.C. 3510 Radio Road Naples, FL 34104 FEIN: 59-3759435	Florida	Limited Liability	L01000018461

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

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- A. Merger. Upon the filing of the Certificate of Merger with the Secretary of the State of Florida (the "Effective Date"), 694 Commercial Blvd., L.L.C., a Florida limited liability company and Duro Properties, L.L.C., a Florida limited liability company (hereafter the "Merged Companies") shall be merged with and into Prospect-Shadowlawn, L.L.C., a Florida limited liability company (the "Surviving Company") and the separate existence of the Merged Companies shall cease.
- B. Articles of Organization; Operating Agreement & Name. The Articles of Organization and Operating Agreement of the Surviving Company shall remain in effect and unchanged as a result of the merger. The name of the Surviving Company shall be "PROSPECT-SHADOWLAWN, LLC"
- C. Manner of Converting Membership Interest.
1. As of the Effective Date, the member(s) of the Merged Companies shall be deemed to have exchanged the membership interest in the Merged Companies for a proportional equivalent share of membership interest in the Surviving Company.
 2. Any and all membership interests in the Merged Companies shall by virtue of the merger and without any action on the part of the holder thereof, be deemed cancelled and extinguished on the part of the holder as of the Effective Date.
 3. The transfer books of the Merged Companies shall be closed as of the close of business on the Effective Date and no transfer of record of any of the membership interest(s) in the Merged Companies shall take place thereafter.
 4. Any rights (if any) to acquire interest(s), shares, obligations or other securities of the Merged Companies as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.
 5. The intent of the foregoing provisions is that the membership interest(s) of the Merged Companies, together with the membership interest(s) of the Surviving Company, shall own one hundred percent (100%) of the Surviving Company.
- D. Other Terms and Conditions.
1. The Surviving Company shall pay all expenses incident to this merger.
 2. Upon the Effective Date, the separate existence of the Merged Companies shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merged Companies, without the necessity of any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to the Merged Companies shall be vested in the Surviving Company, and the title to any real estate, whether by deed or otherwise,

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vested in the Merged Companies shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon the property of the Merged Companies shall be preserved unimpaired.

3. Following the merger, the Surviving Company may cause a Certificate of Merger, along with a copy of the Articles of Merger, this Plan of Merger and such other documents as the Manager or Managing Member of the Surviving Company shall decide, to be filed in the office of the official who is recording officer of each County in the State of Florida in which real property, if any, of the Merged Companies is situated.
4. If, at any time, the Surviving Company shall deem it advisable that any further assignment(s) or assurance(s) in law or any things necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of the Merged Companies, the proper member(s), officer and/or agents of the Merged Companies shall execute and make all such proper assignment(s) and/or assurance(s) and do all things necessary and proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Plan.
5. Immediately following the merger, the Surviving Company shall be disregarded as an entity separate from its owner for federal income tax purposes. For federal income tax purposes, the merger of the Merged Companies with and into the Surviving Company shall be treated as a liquidation of the Merged Companies for the purposes under the Internal Revenue Code (or more formally the Internal Revenue Code of 1986), as amended.

FOURTH: The name and address of the Managing Member of the Surviving Company:

Ben F. Jones, Trustee
3510 Radio Road
Naples, FL 34104

FIFTH: The parties do hereby acknowledge and confirm as follows:

1. In accordance with §608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated September 2, 2010 by the members and managing members of the Merged Companies and the undersigned Managing Member(s) of the Merged Companies have been authorized and directed to execute the same.
2. In accordance with §608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated September 2, 2010, by the members and managing members of the Surviving Company and the

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undersigned Managing Member(s) of the Surviving Company has been authorized and directed to execute the same.

The parties have caused this Plan to be executed by their duly authorized Manager(s) and/or Managing Member(s) on this 2nd day of September, 2010.

694 COMMERCIAL BLVD., L.L.C., a Florida limited liability company

By: 

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, its Managing Member

DURO PROPERTIES, L.L.C., a Florida limited liability company

By: 

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, its Managing Member

PROSPECT-SHADOWLAWN, L.L.C., a Florida limited liability company

By: 

Ben F. Jones, Individually and as Trustee of the Ben F. Jones Revocable Trust dated March 25, 1999, its Managing Member