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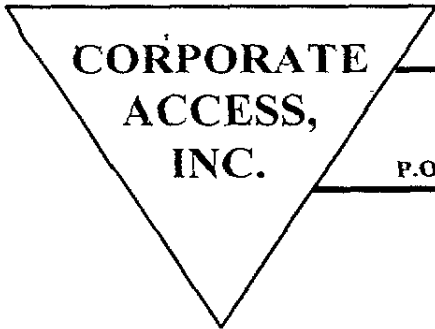
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WALK IN

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CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING LLC merger

1.) Alico 2500 Fund, LLC. into Haul Ventures, LLC.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

Articles of Merger

Alico 2500 Fund, L.L.C., a Florida limited liability company (referred to herein as "Alico 2500") and **Haul Ventures, L.L.C.**, a Florida limited liability company (referred to herein as "Haul Ventures") hereby adopt these Articles of Merger, pursuant to Section 608.4328, Florida Statutes, for the purpose of merging Haul Ventures into Alico 2500.

Article One Parties to the Merger

The parties to the merger are:

1. **Alico 2500 Fund, L.L.C.**, a Florida limited liability company
12800 University Drive, Suite 240
Fort Myers, FL 33907
Florida Document No: L01000019233
Federal Identification No. 65-0696724
2. **Haul Ventures, L.L.C.**, a Florida limited liability company
12800 University Drive, Suite 240
Fort Myers, FL 33907
Florida Document No: L01000018850
Federal Identification No. 65-0696724

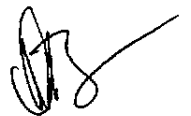
Article Two Plan of Merger

The Plan of Merger is attached hereto and made a part hereof. All references herein to the Merger, shall mean the merger of Alico 2500 and Haul Ventures, as contemplated by the Plan of Merger.

Article Three Effective Date

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

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Article Four
Approval

The Plan of Merger has been duly approved by each limited liability company that is a party to the merger and was approved in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, on the 22nd day of May, 2003.

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Article Five
Surviving Company

Alico 2500 shall be the limited liability company surviving the Merger (the "Surviving Company") and shall continue its existence and remain a Florida limited liability company governed by and subject to the laws of the State of Florida. The Surviving Company's address, document number and Florida Federal Identification Number are set forth in Article One above.

In Witness Whereof, the undersigned have caused these Articles of Merger to be duly executed by each Company's respective authorized representative of its Member.

Alico 2500 Fund, L.L.C., a Florida
limited liability company

By: _____
OJ Buigas, Manager

Haul Ventures, L.L.C., a Florida
limited liability company

By: _____
OJ Buigas, Manager

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Plan of Merger

Plan of Merger of **Alico 2500 Fund, L.L.C.**, a Florida limited liability company (referred to herein as "Alico 2500") and **Haul Ventures, L.L.C.**, a Florida limited liability company (referred to herein as "Haul Ventures").

This Plan of Merger contemplates a merger of Haul Ventures with and into Alico 2500, and is effectuated pursuant to the provisions of Section 608.438, Florida Statutes, and was adopted and approved by each party to the Merger in accordance with Section 608.4381, Florida Statutes. Alico 2500 and Haul Ventures are sometimes referred to together as the "Companies" and each as a "Company"). All references herein to the Merger, shall mean the merger of Alico 2500 and Haul Ventures, as contemplated by this Plan of Merger.

1. **The Merger.** Haul Ventures shall, on the Effective Date, be merged with and into Alico 2500, pursuant to Section 608.438, Florida Statutes.
2. **Articles of Merger.** Alico 2500 and Haul Ventures shall file Articles of Merger in the form attached hereto as Exhibit "A" (referred to herein as the "Articles of Merger") with the Department of State of the State of Florida, in order to effectuate the Merger.
3. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Department of State of the State of Florida. The date upon which the Merger shall become effective is referred to herein as the "Effective Date". The separate existence of Haul Ventures shall cease on the Effective Date.
4. **Surviving Company.** Alico 2500 shall be the Company surviving the Merger (referred to herein as the "Surviving Company") and shall continue its existence and remain as a Florida limited liability company governed by and subject to the laws of the State of Florida. The identity, existence, purposes and powers of Alico 2500 shall continue unaffected and unimpaired by the Merger.
5. **Articles of Organization.** The Articles of Organization of Alico 2500, in effect as of the Effective Date, shall remain, in all respects, the Articles of Organization of the Surviving Company, without any modification or amendment by the Merger.
6. **Operating Agreement.** The Operating Agreement of Alico 2500, in effect as of the Effective Date, shall remain, in all respects, the Operating Agreement of the Surviving Company, without any modification or amendment by the Merger.



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7. **Manager and Officers.** The Manager and Officers of Alico 2500 who are in office, as of the Effective Date, shall remain as the Manager and Officers of the Surviving Company, retaining their respective positions and terms of office.
8. **Conversion of Membership Interest.** The Sole Member of Haul Ventures is also the Sole Member of Alico 2500 owning 100% of the Membership Interest in each entity. The Membership Interest of Haul Ventures shall be surrendered by the Member of Haul Ventures for cancellation. Alico 2500 shall not issue any Membership Interest to the Member of Haul Ventures since the Member already owns 100% of the Membership Interest of Alico 2500.
9. **Manager.** The Surviving Company, Alico 2500, is a Manager-Managed Company. The name and the address of the Manager is OJ Buigas, 12800 University Drive, Suite 240, Fort Myers, Florida 33907.
10. **Assets and Liabilities.** All property, real, personal and mixed, and all debts due to Haul Ventures, and every other interest of or belonging to Haul Ventures, shall be deemed to be transferred to and vested in Alico 2500 as of the Effective Date without any further act or deed. All property and every other interest of Haul Ventures shall thereafter be the property of Alico 2500, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in Haul Ventures, shall automatically be vested in Alico 2500, and shall not revert or in any way be impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon the property of either Company shall be preserved and unimpaired and any debts, liabilities, obligations and duties of the respective Companies shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with creditors. Any action or proceeding pending by or against either Company may be prosecuted to judgment as if the Merger had not taken place or, in the alternative, the Surviving Company may be substituted in place of Haul Ventures. Any debts owing by either one of the Companies to the other Company shall be cancelled and discharged in full by the Merger.
11. **Further Action.** The Officers and Manager of Alico 2500, as the Surviving Company, are hereby authorized and directed, in the name of and on behalf of either of the Companies, at any time after the Effective Date, to execute and deliver any further documents and to take any further actions that may be necessary or appropriate, in their discretion, in order to effectuate the intent and purposes of this Plan of Merger.