

FROM : GASSMAN

FAX NO. : 7274435829

Aug. 11 2004 04:02PM P1

Division of Corporations

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L01000020066

Florida Department of State
Division of Corporations
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From:

Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727) 442-1200
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MERGER OR SHARE EXCHANGE

2075 S., L.L.C.

Certificate of Status	0
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STATE OF FLORIDA
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FROM : GASSMAN

FAX NO. : 7274435829

Aug. 11 2004 04:03PM P2

AUDIT FAX: H040001653763

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

First: The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
2075 S., L.L.C.	Florida	L01000020066

Second: The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1925 Seminole Blvd., L.L.C.	Florida	L02000029673

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger of surviving company:

The Plan of Merger was adopted by the members of the surviving company on the 04 day of August 2004.

Sixth: Adoption of Merger by merging company:

The Plan of Merger was adopted by the members of the merging company on the 6 day of August 2004.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

Articles of Merger

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DIVISION OF CORPORATE SERVICES
STATE OF FLORIDA

FROM : GASSMAN

FAX NO. : 7274435829

Aug. 11 2004 04:03PM P3

AUDIT FAX: H040001653763

Seventh: SIGNATURES FOR EACH COMPANY

SURVIVING COMPANY:

2075 S., L.L.C.

By: *Oliver Pritchett*
OLIVER PRITCHETT, President
Pritchett Holdings, Inc.,
Manager of 2075 S., L.L.C.

MERGING COMPANY:

1925 SEMINOLE BLVD, L.L.C.

By: *Oliver Pritchett*
OLIVER PRITCHETT, Director
Pritchett Holdings, Inc.,
Manager of 1925 SEMINOLE BLVD.,
L.L.C.

JAP:PritchettMerger of LLCs\Articles of Merger.1a.wpd
HW:jas 7-28-04

Alan S. Gassman, Esquire
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Articles of Merger

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Aug-11-04 12:43P

Audit Fax #: H040001653763**PLAN OF MERGER**

The following plan of merger is submitted in accordance with section 607.1104 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
2075 S., L.L.C.	Florida	L01000020066

2. The name and jurisdiction of each merging company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1925 Seminole Blvd., L.L.C.	Florida	L02000029673

3. The terms and conditions of the merger are as follows:

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Merging Company and the Surviving Company shall be a single company. The surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

4. The manner and basis of converting the membership interests of the merging or surviving into membership interests, obligations, or other securities of the parent or any other company or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire membership interests of each company into rights to acquire membership interests, obligations, and other securities of the surviving or any other company or, in whole or in part, into cash or other property are as follows:

Since all membership interests of the Merging Company are currently owned by OLIVER R. PRITCHETT and LAVERNE M. PRITCHETT, AS TENANTS BY THE ENTIRETIES, and all of the membership interests of the Surviving Company is owned by PATRICIA L. ESTES, AS TRUSTEE OF THE PRITCHETT CHILD GIFTING TRUST. Additional membership interests need

PLAN OF MERGER

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to be issued by the Surviving Company to reflect the ownership interest of the Members after the effective date.

The membership interests of the Merging Company shall be surrendered and canceled on the effective date. The outstanding membership interests of the Surviving Company shall be surrendered and cancelled on the effective date. The Surviving Company shall reissue new membership interests based upon the pro-rata value of assets contributed by the Merging Company Members and the existing assets held by the Surviving Company.

The Surviving Company shall issue a 34% membership interest to OLIVER R. PRITCHETT and LAVERNE PRITCHETT, AS TENANTS BY THE ENTIRETY in the Surviving Company based upon the contribution of real estate with an assessed value of \$220,000.

The Surviving Company shall reissue a 66% membership interest to PATRICIA L. ESTES, AS TRUSTEE OF THE PRITCHETT CHILD GIFTING TRUST based upon the real estate held by the Surviving Company with an assessed value of \$418,000.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, effective the ____ day of _____ 2004.

SURVIVING COMPANY:

2075 S., L.L.C.

By: Oliver R. Pritchett
Oliver R. Pritchett, President
Pritchett Holdings, Inc.,
Manager of 2075 S., L.L.C.

Alan S. Gassman, Esquire
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Plan of Merger

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

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98-11-04 12:43P

FROM : GASSMAN

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Aug. 11 2004 04:04PM P6

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MERGING COMPANY:

1925 SEMINOLE BLVD., L.L.C.

By: Oliver R. Pritchett
Oliver R. Pritchett, President
Pritchett Holdings, Inc.,
Manager of 1925 Seminole
Blvd., L.L.C.

J:\P\Prichett\Merger of LLCs\Plan of Merger.1a.wpd
RW*jas 7-28-04

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Plan of Merger

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