



THE UNITED STATES
CORPORATION
COMPANY

LD1000022492

ACCOUNT NO. : 072100000032

REFERENCE : 556434 10915A

AUTHORIZATION :

COST LIMIT : \$ 90.00

Patricia Pizote

ORDER DATE : December 28, 2001

ORDER TIME : 9:59 AM

500004744705--2

ORDER NO. : 556434-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Fairbanks, P.a.
Po Box 676

Ponte Vedra Bea, FL 32004

ARTICLES OF MERGER

GRAND CENTRAL OF JAX, INC.

INTO

7596 MERRILL ROAD, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS:

Effective Date
12-31-01

RECEIVED
01 DEC 31 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 31 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12-31-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

GRAND CENTRAL OF JAX, INC., A FLORIDA ENTITY P99000074988

INTO

**7596 MERRILL ROAD, L.L.C. which changed its name to GRAND CENTRAL
OF JAX, L.L.C., a Florida entity, L01000022492**

File date: December 31, 2001, effective December 31, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED
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ARTICLES AND PLAN OF MERGER
OF

7596 MERRILL ROAD, L.L.C. (the surviving entity;
after the merger called
GRAND CENTRAL OF JAX, L.L.C.)

L01000022492

AND
GRAND CENTRAL OF JAX, INC.

P99000074988

THESE ARTICLES AND PLAN OF MERGER are entered into this 27th day of December, 2001, between 7596 Merrill Road, L.L.C. a Florida limited liability company, hereinafter called "LLC" and Grand Central of Jax, Inc, a Florida corporation, hereinafter called "INC".

LLC was formed in the State of Florida on December 26, 2001, under document number L01000022492.

INC was formed in the State of Florida on August 23, 1999, under document number P99000074988.

LLC and INC do hereby certify that such Articles and Plan of Merger were approved by the members of LLC entitled to vote on December 27, 2001 and approved by the shareholders of INC entitled to vote on December 27, 2001. The number of votes cast was sufficient for approval.

WHEREAS, the members and shareholders of LLC and INC, respectively, deem it advisable and generally to the advantage and welfare of the two business entities that INC merge with and into LLC under and pursuant to the provisions of Sections 607.1101, 607.1107 and 608.438 through 608.4382, Florida Statutes (2001);

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned limited liability company and corporation by the hands and seals of their respective Manager and Secretary, hereby agree and subscribe to the following Articles and Plan of Merger.

Article I.
Merger.

INC shall be, and it hereby is, merged with and into LLC.

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CLERK OF DISTRICT COURT
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Article II.
Effective Date.

The effective time and date of the merger shall be December 31, 2001, hereafter called the Effective Date.

Article III. Surviving Entity.

LLC (sometimes called "Surviving Entity") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of INC shall cease upon the Effective Date.

Article IV.
Articles of Organization.

The Articles of Organization of LLC shall continue to be the Articles of Organization of the Surviving Entity following the Effective Date, as amended in Section V hereof, and until the same shall be further amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization or herein upon any member or manager or officer of the Surviving Entity or upon any other person whomsoever are subject to this reserve power.

Such Articles shall constitute the Articles of Organization of LLC separate and apart from this Plan of Merger and may be separately certified as the Articles of Organization LLC, as amended herein.

Article V.
Amendment of Articles of Organization.

Article I of the Articles of Organization shall be amended to read: The name of the Surviving Entity as of the Effective Date shall be Grand Central of Jax, L.L.C.

Article VI.
Further Assurances of Title.

If any time LLC shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to LLC any right, title or interest of INC held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, INC and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such

right, title, or interest in LLC or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of these Articles and Plan of Merger and LLC and the proper officers and managers thereof are fully authorized to take any and all such action in the name of INC or otherwise.

INC shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

Article VII.
Retirement of INC's Outstanding Stock.

Upon the Effective Date, each share of the Common Stock of INC presently issued and outstanding shall be retired, and no ownership interest in the Surviving Entity shall be issued in respect thereof.

Article VIII.
Conversion of LLC's Outstanding Units

Upon the Effective Date, each of any issued and outstanding units of membership interest in LLC and all rights in respect thereof shall remain issued and outstanding, and each membership certificate nominally representing units of LLC shall for all purposes be deemed to evidence the ownership of a like number of units of the Surviving Entity.

Article IX.
Managers.

The management of the Surviving Entity is vested in its manager. As of the Effective Date the name and address of the manager is:

<u>Name</u>	<u>Address</u>
Roger L. Combs Jr.	837 North Street, Jacksonville, Florida 32211

Article X.
Place of Business and Registered Address.

The principal business office and mailing address of the Surviving Entity is 837 North Street, Jacksonville, Florida 32211.

The registered office in the State of Florida is located at 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 21082. The agent at such address is Randal C. Fairbanks, upon whom process against the Surviving Entity may be serviced within the State of Florida.

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA
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APPROVED
AND
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Article XI.
Effect of Merger.

On the Effective Date of the merger, LLC shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging entities, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both LLC and INC, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both LLC and INC, and all property, real, personal, and mixed, and all debts due to either of the merging entities on whatever account, as well for stock subscriptions as all other things in action or belonging to both the Florida entities shall be vested in LLC; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of LLC as they were of the respective singular entity; and the title to any real estate, whether vested by deed or otherwise, in either LLC or INC shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either LLC or INC shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular entity shall thenceforth attach to LLC, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by LLC.

Article XII.
Right of Termination.

These Articles and Plan of Merger may be terminated and abandoned by action of the Board of Directors of INC at any time prior to the Effective Date, whether before or after approval by the shareholders of INC or the members of LLC.

APPROVED
AND
FILED

01 DEC 31 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of INC and the members of LLC, the parties hereto have caused these Articles to be signed and sealed the day and year first above stated.

GRAND CENTRAL OF JAX, INC.
a Florida corporation

By: Roger L. Combs Jr., Pres.
Roger L. Combs Jr., President

7596 MERRILL ROAD, L.L.C.
a Florida limited liability company

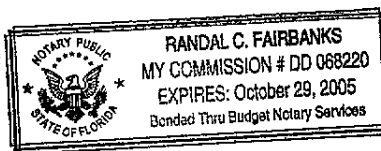
By: Roger L. Combs Jr., Mgr. Mgr.
Roger L. Combs Jr., Manager, Member

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing instrument was acknowledged before me this 29th day of December, 2001, by Roger L. Combs Jr., President of Grand Central of Jax, Inc. and a Manager and Member of 7596 Merrill Road, L.L.C., ☒ who is personally known to me or ☐ who has produced _____ as identification.

Randal C. Fairbanks
Notary Public, State of:
Printed or Stamped Name of Notary:
Notary's commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the LLC as designated in these Articles and being familiar with the duties and responsibilities as registered agent for said company, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: Randal C. Fairbanks
Randal C. Fairbanks, Registered Agent

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OFFICE
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COUNTY
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