

AUG. 22. 2006. 4:21 PM
Division of Corporations

FORGES, HAMLIN

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02000000353

Florida Department of State
Division of Corporations
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((H06000201008 3)))



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To:
Division of Corporations 0323
Fax Number : (850) 205-6366

From:
Account Name : FORGES, HAMLIN, KNOWLES AND PROUTY, PA.
Account Number : 076077002227
Phone : (941) 748-3770
Fax Number : (941) 746-4160

EFFECTIVE DATE
08/22/06

MERGER OR SHARE EXCHANGE

HHC II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$175.00

77.50

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Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	
<u>HHC II, LTD. (65-0972294)</u>	<u>FLORIDA</u>	<u>LIMITED PARTNERSHIP</u>	#A99000002117
<u>HHC II, LLC (90-0005062)</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>	#L02000000353
_____	_____	_____	
_____	_____	_____	

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

EFFECTIVE DATE
08/22/06

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>HHC II, LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>

THIRD: The date the merger is effective under the governing laws of the surviving party is: AUGUST 22, 2006

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address: N/A

Mailing address: N/A

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SIXTH: Other provisions, if any, relating to the merger:

SEE ATTACHED TERMS AND CONDITIONS OF MERGER

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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>HHC II, LTD.</u>	<u>Mark D. Nye</u>	<u>MARK D. HAGEN, AS MEMBER OF</u> <u>HHC II, LLC, AS GENERAL PARTNER</u>
<u>HHC II, LLC</u>	<u>Mark D. Nye</u>	<u>MARK D. HAGEN, MEMBER</u>

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

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TERMS AND CONDITIONS OF MERGER

On the effective date of merger, the disappearing Limited Partnership's interest held by the partners shall without more be converted into and exchanged for membership interest in the Limited Liability Company. On the effective date of merger, the separate existence of the disappearing Limited Partnership shall cease and the surviving Limited Liability Company shall be fully vested in the disappearing Limited Partnership's rights, privileges, immunities and powers. If at any time after the effective date of merger, the surviving Limited Liability Company shall determine that any further conveyances, agreements, documents, instruments and assurances, or any further action is necessary or desirable to carry out the provisions of this merger, the appropriate officers of the surviving Limited Liability Company or the disappearing Limited Partnership, as the case may be, whether past or remaining in the office, shall execute and deliver, on the request of the surviving Limited Liability Company, all proper conveyances, agreements, documents, instruments and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in the surviving Limited Liability Company, or to otherwise carry out the provisions of this merger.

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