

L020000003668



RICE ROSE & SNELL
A FULL SERVICE LAW FIRM

August 26, 2002

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*****50.00 *****50.00

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

**RE: Gato Properties of Volusia, LLC &
Gato Properties, a Florida General Partnership**

Gentlemen:

Enclosed you will find the Articles of Merger and Plan of Merger regarding the above corporations. Please file the same and forward confirmation to this office. Also enclosed is a check for \$50.00 to cover the fees.

Thank you for your assistance in this matter and should you have any questions or require any additional documentation, please contact me.

Sincerely,

James L. Rose, Esquire

JLR/bjr
Encs.

02 SEP 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Principal Office: 222 Seabreeze Boulevard • Daytona Beach, FL 32118 • 386.257.1222 • Fax 386.258.9694

Mailing Address: Post Office Box 2599 • Daytona Beach, FL 32115

Flagler County Office: 1 Florida Park Drive South • Suite 301 • Palm Coast, FL 32137 • 386.445.9007

JB
9-30-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 3, 2002

JAMES L. ROSE, ESQ.
RICE ROSE & SNELL
P.O. BOX 2599
DAYTONA BEACH, FL 32115

SUBJECT: GATO PROPERTIES OF VOLUSIA, LLC
Ref. Number: L02000003668

We have received your document for GATO PROPERTIES OF VOLUSIA, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the enclosed cross entity merger form. The form you have submitted is referring to the survivor as a corporation and there is not a corporation involved in the merger.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 202A00050827

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GATO PROPERTIES, A FLORIDA GENERAL PARTNERSHIP

into

GATO PROPERTIES OF VOLUSIA, LLC, a Florida entity L02000003668

File date: September 25, 2002

Corporate Specialist: Trevor Brumbley

02 SEP 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Limited Liability Company, pursuant to section 608.438, F.S.

First: The name and jurisdiction of the surviving entity:

Name

Gato Properties of Volusia, LLC. Florida

Second: The name and jurisdiction for each merging entity:

Name

LO2000003668

Jurisdiction

Gato Properties, a Florida General Partnership Florida

Gato Properties of Volusia, LLC. Florida

Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the members of the surviving limited liability company on August 1, 2002.

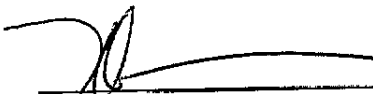
Sixth: The Plan of Merger was adopted by the partners of the merging partnership on August 1, 2002.

Gato Properties of Volusia, LLC.



Robert J. Tuttle, President; Member

Gato Properties of Volusia, LLC.



Mark Edwards, Member

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TALLAHASSEE, FLORIDA

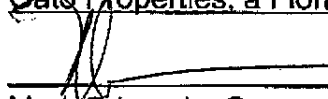
AND
FILED

Gato Properties, a Florida General Partnership



Robert J. Tuttle, General Partner

Gato Properties, a Florida General Partnership



Mark Edwards, General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
RECORDED

PLAN OF MERGER **(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 608.438, F.S. and in accordance with the laws of any other applicable jurisdiction of the below referenced limited liability company.

First: The name and jurisdiction of the surviving entity:

Name

Jurisdiction

Gato Properties of Volusia, LLC

Florida

LO20000036168

Second: The name and jurisdiction of each merging entity:

Name

Gato Properties of Volusia, LLC

Florida

9 Sunshine Blvd., Ormond Beach, FL 32174

Gato Properties, a Florida General Partnership

Florida

9 Sunshine Blvd., Ormond Beach, FL 32174

Third: The terms and conditions of the merger are as follows: The members of the limited liability company and the partners of General Partnership of the surviving and merging entities are identical in both identity and percentage interests. The members of the surviving limited liability company shall retain the same percentage interest in the surviving limited liability company they had in each of the entities prior to merging.

Fourth: The manner and basis of converting the membership and partnership interest into solely membership interests in the surviving LLC, obligations, or other securities of the surviving limited liability company or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire membership interest of each entity into rights to acquire membership interests, obligations, or other securities of the surviving or any other limited liability company or, in whole or in part, into cash or other property is as follows: The partnership interest in Gato Properties, a Florida General Partnership shall be turned in and the surviving limited liability company shall assume all assets and debts of the merging partnership.


Fifth: The articles of Organization of the surviving limited liability company shall remain the same in that the identity and the percentage of shares owned by the members is not altered by the merger. In addition, the operating documents of the surviving limited liability company will also remain the same.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
ATTACHED


Dated this 1st day of August, 2002.

Gato Properties of Volusia, LLC



Robert J. Tuttle, Member/Manager
9 Sunshine Blvd., Ormond Beach, FL 32174

Gato Properties of Volusia, LLC



Mark Edwards, Member/Manager
9 Sunshine Blvd., Ormond Beach, FL 32174

member/manager

Gato Properties, a Florida General Partnership



Robert J. Tuttle, General Partner

Gato Properties, a Florida General Partnership



Mark Edwards, General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED