

L02000005253

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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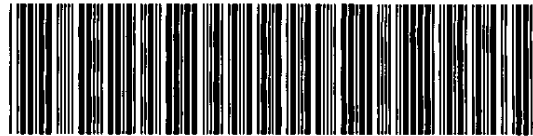
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 JUN 15 AM 10:57

NOT FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 951165 169624B

AUTHORIZATION :

COST LIMIT : \$ 80.00

FILED
07 JUN 15 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 15, 2007

ORDER TIME : 9:22 AM

ORDER NO. : 951165-005

CUSTOMER NO: 169624B

ARTICLES OF MERGER

USHER TRANSFER, LLC

INTO

PALMETTO PROMENADE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

[Usher Transfer, LLC into Palmetto Promenade, LLC]

The following Certificate of Merger is being submitted in accordance with Sections 608.4382 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

USHER TRANSFER, LLC

Address: 140 North Federal Highway
Boca Raton, Florida 33432

Document #: L07000059719

SECOND: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

PALMETTO PROMENADE, LLC, a Florida limited liability company

Address: 140 North Federal Highway
Boca Raton, Florida 33432

Document #: L02000005253

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Sections 608.438, Florida Statutes, and was approved by each of Usher Transfer LLC and Palmetto Promenade LLC in accordance with the applicable provisions of Chapters 608, Florida Statutes.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

[Signatures on following page]

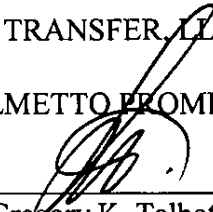
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the
11 day of June, 2007

MERGING ENTITY:

USHER TRANSFER, LLC

By: PALMETTO PROMENADE, LLC, its Initial Member

By:

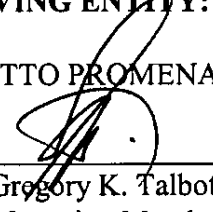


Gregory K. Talbott
Managing Member

SURVIVING ENTITY:

PALMETTO PROMENADE, LLC

By:



Gregory K. Talbott
Managing Member

EXHIBIT A

Agreement and Plan of Merger

See attachment.

«BOCA:141837_v1»

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

[Usher Transfer, LLC into Palmetto Promenade, LLC]

This Agreement and Plan of Merger (this "Plan") has been adopted as of the ____ day of June, 2007 by PALMETTO PROMENADE, LLC, a Florida limited liability company ("Palmetto"), and USHER TRANSFER, LLC, a Florida limited liability company ("Usher").

RECITALS

The managers and the sole member of Palmetto and Usher have determined that it is advisable and in the best interest of each of Palmetto and Usher that Usher be merged with and into Palmetto on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), Usher shall merge with and into Palmetto in accordance with the Florida Limited Liability Company Act and the separate existence of Usher shall cease and Palmetto shall thereafter continue as the surviving limited liability company (the "Surviving Company") under the laws of the State of Florida.

ARTICLE II

The Surviving Company

On the Effective Date, the Articles of Organization of Palmetto, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Company.

On the Effective Date, the Operating Agreement of Palmetto, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

On the Effective Date, the managers and officers of Palmetto shall be the managers and officers of the Surviving Company until their successors are elected and qualified, and management of the Surviving Company shall continue to be vested in such managers and officers. The name and address of the Managing Member of Palmetto is: Gregory K. Talbott, 140 North Federal Highway, Suite 200, Boca Raton, Florida 33432.

ARTICLE III

Cancellation of Stockholder Interests; Conversion of Interests and Rights

On the Effective Date, all issued and outstanding membership interests of Usher, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished for no consideration. All membership interests, shares, obligations or other securities of Usher are exchanged for membership interests in Palmetto, and all rights to acquire the membership interests, shares, obligations or other securities of Usher are exchanged for rights to acquire same in Palmetto.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of Usher shall vest in the Surviving Company, and all liabilities and obligations of Usher shall become liabilities and obligations of the Surviving Company.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean the time of filing of the Certificate of Merger with the Florida Department of State.

ARTICLE VI

Amendment, Modification and Termination; Counterparts

Any provision of this Plan may, subject to applicable law, be amended or waived prior to the Effective Date if, and only if, such amendment or waiver is in writing and signed by Palmetto and Usher. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

SIGNATURES ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

PALMETTO PROMENADE, LLC, a Florida limited liability company

By: _____
Gregory K. Talbott, Manager

USHER TRANSFER, LLC

By: PALMETTO PROMENADE, LLC, its Initial Member

By: _____
Gregory K. Talbott, Managing Member