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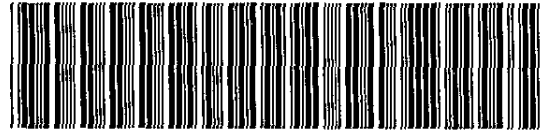
(Business Entity Name)

(Document Number)

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LO2-18010

ALL

CLERK OF STATE
OFFICE OF CORPORATIONS
HALLMARK CENTER
TALLAHASSEE, FLORIDA

02 OCT 22 AM 11:24

RECEIVED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32304 •
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bogan Properties, LLC

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

☒ Merger File *LC* _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 22, 2002

CAPITAL CONNECTION

SUBJECT: BOGAN PROPERTIES, LLC
Ref. Number: L02000018010

RECEIVED
02 OCT 23 PM 2:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BOGAN PROPERTIES, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE PLAN OF MERGER MUST LIST THE MANAGING MEMBERS OR MANAGERS AND ADDRESS.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 602A00058433

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOGAN MANAGEMENT GROUP, A FLORIDA ENTITY

INTO

BOGAN PROPERTIES, LLC, a Florida entity, L02000018010

File date: October 22, 2002

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER

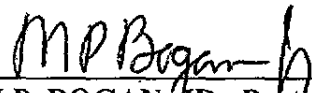
PURSUANT TO THE PROVISIONS of Sections 620.8908 and 608.4382, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between BOGAN MANAGEMENT GROUP, a Florida general partnership (hereinafter referred to as "the Partnership"), and BOGAN PROPERTIES, LLC, a Florida limited liability company (hereinafter referred to as "the LLC"), for the purpose of merging them into one of such entities.

- 1. The Partnership and the LLC have adopted the attached Plan of Merger.**
- 2. After the merger, the name of the surviving entity is BOGAN PROPERTIES, LLC, and the surviving entity is a Florida limited liability company.**
- 3. The Plan of Merger was adopted by the Partnership and the LLC pursuant to Sections 608.4381 and 620.8908, *Florida Statutes*, and in accordance with the Partnership Agreement for the Partnership and the Operating Agreement for the LLC.**
- 4. The Plan of Merger was adopted on the 17th day of October, 2002, by action of the sole member of the LLC.**
- 5. The Plan of Merger was adopted on the 17th day of October, 2002, by unanimous action of the partners of the Partnership.**
- 6. The Plan of Merger is effective for accounting purposes and all other purposes on the date of filing of these Articles of Merger with the Secretary of State of Florida.**

Dated on the dates set forth below.

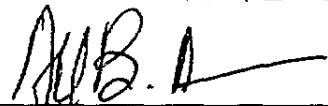
Partnership:

**BOGAN MANAGEMENT GROUP,
a Florida general partnership**



M.P. BOGAN, JR., Partner

Date: 10.21.02

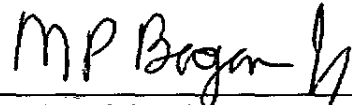


ABIGAIL B. ACKERMAN, Partner

Date: 10.21.02

LLC:

**BOGAN PROPERTIES, LLC,
a Florida limited liability company**

By: 

M.P. BOGAN, JR., its member

Date: 10.21.02

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into between BOGAN MANAGEMENT GROUP, a Florida general partnership (hereinafter "the Partnership"), and BOGAN PROPERTIES, LLC, a Florida limited liability company (hereinafter "the LLC").

S T I P U L A T I O N S:

A. The Partnership is a partnership organized and existing under the laws of the State of Florida with its principal office at 100 South Alcaniz Street, Pensacola, Florida 32501. The partners of the Partnership are M.P. BOGAN, JR., and ABIGAIL B. ACKERMAN. The interests of the partners in the Partnership are: M.P. BOGAN, JR. - 83.333% and ABIGAIL B. ACKERMAN - 16.667%.

B. The LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 100 South Alcaniz Street, Pensacola, Florida 32501. The LLC has a single member, namely M.P. BOGAN, JR.

C. The sole member of the LLC and all of the partners of the Partnership deem it desirable and in the best interest of the Partnership and the LLC that the Partnership be merged into the LLC pursuant to the provisions of Sections 608.438, et seq., and 620.8908, *Florida Statutes*, with the LLC being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, THE PARTNERSHIP AND THE LLC AGREE AS FOLLOWS:

Section 1. Merger. The Partnership shall merge with and into the LLC, and the LLC shall be the surviving entity.

Section 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Partnership shall cease, and the LLC shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of the Partnership without the necessity for any separate transfer. The LLC shall thereafter be responsible for all of the liabilities and obligations of the Partnership, and neither the rights of creditors nor any liens on the property of the Partnership shall be impaired by the merger.

Section 3. **Conversion of Partnership Interests to Membership Interests in the LLC.** The manner of converting the partners' interests in the Partnership to membership interests in the LLC shall be to convert such interests so that after the merger the members of the LLC are identical to the partners in the Partnership and the membership interest percentages of such members in the LLC shall be identical to the partners' interests in the partnership prior to the merger. After the merger, the members of the LLC (the surviving entity) and their percentage interest in the LLC are as follows:

M.P. BOGAN, JR.	83.333%
ABIGAIL B. ACKERMAN	16.667%

Section 4. **Management of LLC.** The LLC is a member managed limited liability company. M.P. Bogan Jr., and Abigail B. Ackerman @ 100 S. Alcaniz St., Pensacola, FL 32501.

Section 5. **Changes in Articles of Organization.** The Articles of Organization of the LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section 6. **Changes in Operating Agreement.** The Operating Agreement of the LLC shall continue to be its Operating Agreement following the effective date of the merger unless

and until revised in accordance with the Articles of Organization and the Operating Agreement of the LLC.

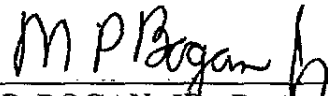
Section 7. Effective Date of Merger. The effective date of this merger shall be the date of filing of the Articles of Merger with the Secretary of State of Florida.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

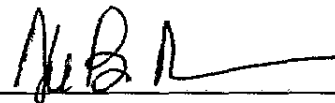
Partnership:

BOGAN MANAGEMENT GROUP,
a Florida general partnership



M.P. BOGAN, JR., Partner

Date: 10.21.02

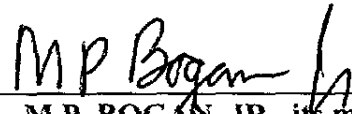


ABIGAIL B. ACKERMAN, Partner

Date: 10.21.02

LLC:

BOGAN PROPERTIES, LLC,
a Florida limited liability company

By: 

M.P. BOGAN, JR., its member

Date: 10.21.02