

01/04/2006 14:03 850-245-6897

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386 238 7003

Jan 4-06 13:53

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L020000025739

Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOUTHLAND REALTY CO., L.L.C.

Certificate of Status	0
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January 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COBB & COLE

FILED
2006 DEC 30 AM 11:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: SOUTHLAND REALTY CO., L.L.C.
REF: L02000025739

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet:

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6043.

Joey Bryan
Document Specialist

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*please see Item # 6, Exhibit A, Plan of Merger
for the name and
address of the
manager of each
entity.*

P.O BOX 6327 - Tallahassee, Florida 32314

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**CERTIFICATE OF MERGER
BETWEEN
SOUTHLAND REALTY CO., LLC,
McGRANE MANAGEMENT CO., LLC
AND
McGRANE REALTY CO., LLC**

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2005 DEC 30 AM 11:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida limited liability companies, in accordance with section 608.438, *Florida Statutes*:

ARTICLE 1

The exact name, address of its principal office, jurisdiction, entity type, and Florida Document/Registration Number for each merging party are as follows:

Name: Southland Realty Co., LLC
Principal Address: 12 Southland Road
Ormond Beach, FL 32174
Jurisdiction & Entity Type: Florida, Limited Liability Company
Document Number: L02000025739

EFFECTIVE DATE

01/01/06

Name: McGrane Realty Co., LLC
Principal Address: 12 Southland Road
Ormond Beach, FL 32174
Jurisdiction & Entity Type: Florida, Limited Liability Company

#L060000000022

Name: McGrane Management Co., LLC
Principal Address: 126 Banyan Drive
Ormond Beach, FL 32176
Jurisdiction & Entity Type: Florida, Limited Liability Company
Document Number: L00000012076

ARTICLE 2

The exact name, address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for the surviving party are as follows:

Name: Southland Realty Co., LLC
Principal Address: 12 Southland Road
Ormond Beach, FL 32174
Jurisdiction & Entity Type: Florida, Limited Liability Company
Document Number: L02000025739

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ARTICLE 3

The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Chapter 608, *Florida Statutes*, and was approved by the members and managers of each limited liability company that is a party to this merger – Southland Realty Co., LLC, McGrane Management Co., LLC, and McGrane Realty Co., LLC – on the 30th day of December, 2005 in accordance with the requirements of Chapter 608, *Florida Statutes*.

ARTICLE 4

The merger shall become effective as of January 1, 2006.

30th IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this day of December, 2005.

SOUTHLAND REALTY CO., LLC
a Florida limited liability company

Mark McGrane
By: Mark McGrane
Its: Manager/Authorized Representative

McGRANE REALTY CO., LLC
a Florida limited liability company

Mark McGrane
By: Mark McGrane
Its: Manager/Authorized Representative

McGRANE MANAGEMENT CO., LLC
a Florida limited liability company

Mark McGrane
By: Mark McGrane
Its: Manager/Authorized Representative

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Exhibit A

Plan of Merger

**PLAN OF MERGER
BETWEEN
SOUTHLAND REALTY CO., LLC,
McGRANE MANAGEMENT CO., LLC
AND
McGRANE REALTY CO., LLC**

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TALLAHASSEE, FLORIDA

The following Plan of Merger, which was adopted and approved by Southland Realty Co., LLC ("Surviving Entity"), McGrane Management Co., LLC ("Management"), and McGrane Realty Co., LLC ("Realty", collectively, Realty and Management referred to as the "Company") is being submitted in accordance with section 608.438, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

Name and Street Address - Merged Entity

McGrane Realty Co., LLC
12 Southland Road
Ormond Beach, FL 32174

Florida, Limited Liability Company

McGrane Management Co., LLC
126 Banyon Drive
Ormond Beach, FL 32176

Florida, Limited Liability Company

2. The name, address of principal office, jurisdiction, and entity type for the surviving party is as follows:

Name and Street Address - Surviving Company

Southland Realty Co., LLC
12 Southland Road
Ormond Beach, FL 32174

Florida, Limited Liability Company

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3. On the effective date of the merger, the general terms and conditions of the merger are: (i) the separate existence of each Company shall cease and Company shall be merged with and into the Surviving Entity, (ii) the Articles of Organization of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity after the merger, (iii) the Operating Agreement of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Entity after the merger, and (iv) the Federal Employer Identification Number ("FET") assigned to Surviving Entity shall become the FEI used for the Surviving Entity.

4. On the effective date of the merger, the Surviving Entity will be the sole member of each Company. Since the Surviving Entity is the sole owner of each Company no share exchange is required.

5. The Surviving Entity shall be manager-managed, and the name and address of the initial manager of the Surviving Entity shall be as provided in the Articles of Organization for the Surviving Entity.

6. The name and address of the Manager of each entity is:

Southland Realty Co., LLC
Mark McGrane, Manager
12 Southland Road
Ormond Beach, FL 32174

McGrane Realty Co., LLC
Mark McGrane, Manager
12 Southland Road
Ormond Beach, FL 32174

McGrane Management Co., LLC
Grace McGrane, Manager
126 Banyan Drive
Ormond Beach, FL 32176

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