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Florida Department of State
Division of Corporations
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Hutson Companies, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$108.75

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608, Florida Statutes.

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FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. AVP, L.L.C. 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
2. Intracoastal Associates, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
3. LND, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Hutson Companies, L.L.C. 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each limited liability company that is party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.


FOURTH: The merger shall be effective as of the date of filing of this Certificate of Merger with the Florida Department of State.

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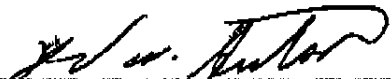
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FIFTH: SIGNATURE(S) FOR EACH PARTY:

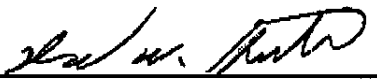
AVP, L.L.C., a Florida limited liability company

By: 
Name: David W. Hutson
Its: President and Authorized
Representative of a Member

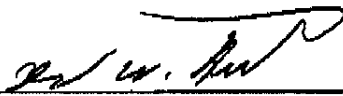
INTRACOASTAL ASSOCIATES, LLC, a Florida limited liability company

By: 
Name: David W. Hutson
Its: President and Authorized
Representative of a Member

LND, LLC, a Florida limited liability company

By: 
Name: David W. Hutson
Its: President and Authorized
Representative of a Member

HUTSON COMPANIES, L.L.C., a Florida limited liability company

By: 
Name: David W. Hutson
Its: Member

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for the merging entity are as follows (each individually a "Merging Entity" and together, the "Merging Entities"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1. AVP, L.L.C.	Florida	Limited Liability Company
2. Intracoastal Associates, LLC	Florida	Limited Liability Company
3. LND, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hutson Companies, L.L.C.	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Entities shall be transferred to and vested in Hutson Companies, L.L.C., a Florida limited liability company (the "Surviving Entity"), without further act or deed.
- (b) Assumption of Obligations. All obligations of each Merging Entity shall become the obligations of the Surviving Entity.

FOURTH:

- (a) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(i) Each membership interest in each Merging Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof; and

(ii) Each membership interest in the Surviving Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Surviving Entity.

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- (b) The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the merger, all rights in respect of securities of each Merging Entity shall be canceled. There shall be no change in the rights to acquire securities of the Surviving Entity.

FIFTH: There shall be no amendment to the Articles of Organization or Operating Agreement of the Surviving Entity as a result of the merger.

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