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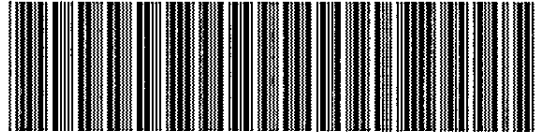
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/1/06

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tioga Tron Center, LLC

EFFECTIVE DATE

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ 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

Signature

Requested by:

Name SP Date 8/31/06 Time 1:00

Walk-In Will Pick Up

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9/1/06

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9020000651804

Certificate of Merger

- I. **Parties to Merger.** The names of the entities which are parties to the merger are as follows:
- TIOGA TOWN CENTER, INC., a Florida Corporation
TIOGA TOWN CENTER, LLC, Florida limited liability company
The Surviving entity is TIOGA TOWN CENTER, LLC, which shall be the name of the surviving entity.
- II. **Plan of Merger.** The following is the Agreement and Plan of Merger as adopted by the Board of Directors and approved by the Shareholders of TIOGA TOWN CENTER, INC. and by the Member of TIOGA TOWN CENTER, LLC:

Agreement and Plan of Merger

Agreement and Plan of Merger dated September 1st, 2006, by and between TIOGA TOWN CENTER, INC., a Florida corporation (hereinafter called "Corporation") and TIOGA TOWN CENTER, LLC, a Florida limited liability company (hereinafter called "TIOGA TOWN CENTER, LLC").

WHEREAS:

1. The Board of Directors of Corporation and the Member of TIOGA TOWN CENTER, LLC have resolved that Corporation and TIOGA TOWN CENTER, LLC be merged into a single limited liability company under the laws of the State of Florida, to wit, TIOGA TOWN CENTER, LLC, which shall be the surviving entity (such entity in its capacity as such surviving entity being sometimes referred to herein as the "Surviving LLC" and sometimes as "Surviving Entity");

2. The authorized capital stock of Corporation consists of 100,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Corporation Common Stock"), of which 100 shares are issued and outstanding;

3. The sole member of TIOGA TOWN CENTER, LLC is the sole stockholder in the Corporation; and

4. The Board of Directors and Stockholder of Corporation and the Member of TIOGA TOWN CENTER, LLC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Law of the State of Florida that Corporation shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single LLC existing under the laws of the State of Florida, to wit, TIOGA TOWN CENTER, LLC, which shall be the Surviving LLC, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Merger

1.1 **Approval by Members and Stockholders.** The Stockholder and Directors of Corporation will waive notice and approve this Agreement of Merger at a joint meeting on September 1st, 2006. The Member of TIOGA TOWN CENTER, LLC will approve this Agreement at a meeting of the Board of Directors on September 1st, 2006.

1.2 **Filing of Certificate of Merger; Effective Date.** Articles of Merger shall be filed in accordance with the Law of the State of Florida. The Merger shall become effective on September 1st, 2006, herein referred to as the "Effective Date";

1.3 **Certain Effects of Merger.** On the Effective Date, the separate existence of Corporation shall cease, and Corporation shall be merged into TIOGA TOWN CENTER, LLC which, as the Surviving LLC, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Corporation; and all and singular, the rights, privileges, powers, and franchises of Corporation, and all property, real, personal, and mixed, and all debts due to Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to Corporation, shall be vested in the Surviving LLC; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving LLC as they were of Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of Corporation shall thenceforth attach to the Surviving LLC and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Corporation, may, in the name of Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving LLC may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving

LLC title to and possession of all Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Entity; Articles of Organization; Operating Agreement

2.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be TIOGA TOWN CENTER, LLC.

2.2 Articles of Organization. The Articles of Organization of TIOGA TOWN CENTER, LLC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

2.3 Operating Agreement. The Operating Agreement of TIOGA TOWN CENTER, LLC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Entity until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Corporation are as follows:

3.1 Corporation Common Stock. Each share of Corporation Common Stock shall cease to exist and certificates representing such shares shall be cancelled.


3.2 Interests in TIOGA TOWN CENTER, LLC. The membership interests in TIOGA TOWN CENTER, LLC, which is a manager managed limited liability company, shall remain unchanged.

4. Members Names and Addresses. The name and address of the Member of TIOGA TOWN CENTER, LLC, which is a member managed limited liability company, are:

Galiani Corporation
Miguel Diaz, Chairman of the Board
105 SW 128th St.
Tioga, Florida 32669

- III. **Approval of Plan.** The Plan of Merger was adopted at a joint meeting of the Board of Directors and Shareholders of TIOGA TOWN CENTER, INC. and the Member of TIOGA TOWN CENTER, LLC on September 1st, 2006.
- IV. **Effective Date.** The Effective Date of this Merger is September 1st, 2006.

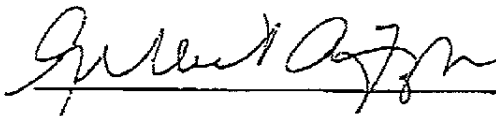
Dated this 31st day of AUGUST, 2006.



TIOGA TOWN CENTER, INC.


By: 

Luis A. Diaz
President



Galiani Corporation, Member

TIOGA TOWN CENTER, LLC

By: 

Miguel Diaz, Chairman of the Board of