

L 03000011673

Florida Department of State
Division of Corporations
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From:

Account Name : AKERMAN SENTERFITT & EIDSON
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MERGER OR SHARE EXCHANGE

WELLESLEY, LLC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
MIDDLEBURY TERRACE, L.L.C.
WITH AND INTO
WELLESLEY, LLC**

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The following articles of merger are being submitted in accordance with Section 608.4382, Florida Statutes:

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>
MIDDLEBURY TERRACE, L.L.C. 255 S. Orange Ave., Ste. 1700 Orlando, FL 32801 Florida Document No. L03000011659	Florida	Limited Liability Company
WELLESLEY, LLC. 255 S. Orange Ave., Ste 1700 Orlando, FL 32801 Florida Document No. L03000011673	Florida	Limited Liability Company

FEI Number: 56-2346806

FEI Number: 56 2346745

is the surviving entity (the "Surviving Entity") in the Merger.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WELLESLEY, LLC 255 S. Orange Ave., Ste 1700 Orlando, FL 32801 Florida Document No. L03000011673	Florida	Limited Liability Company

FEI Number: 56-2346745

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.


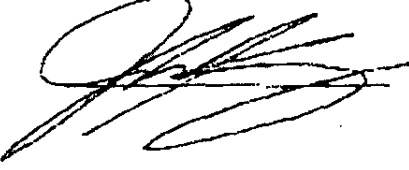
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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SEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Middlebury Terrace, LLC		Real Estate Collaborative, LLC, Manager By: James W. Kersey Managing Member
Wellesley, LLC		Real Estate Collaborative, LLC Manager By: James W. Kersey Managing Member

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PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Middlebury Terrace, LLC	Florida
Wellesley, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Wellesley, LLC	Florida

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

On the effective date, by virtue of the merger and without any action on the part of the owner of the Membership Interests of Middlebury, the Membership Interests of Middlebury existing on such date shall automatically become Membership Interests in Wellesley.

The existing members of Wellesley shall remain and continue to be the members of Wellesley and the managing member of Wellesley shall remain and continue to be the managing member of Wellesley.

FOURTH: If a limited liability company is the surviving entity the name and address of the manager/managing member are as follows:

Real Estate Collaborative, LLC, Manager
James W. Kersey, Managing Member
722 Vassar Street
Orlando, Florida 32804

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IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the parties thereto this 1st day of November, 2004.

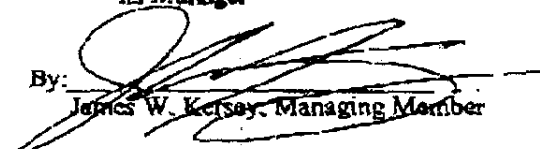
MIDDLEBURY TERRACE, LLC

WELLESLEY, LLC

By Real Estate Collaborative, LLC,
its Manager

By Real Estate Collaborative, LLC,
its Manager

By: 
James W. Kersey, Managing Member

By: 
James W. Kersey, Managing Member

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