

01/31/2006 14:13 FAX 407 423-1831
Division of Corporations

DEAN MEAD ORLANDO

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Florida Department of State Division of Corporations Public Access System

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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 075077001702
Phone : (407)841-1200
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L03-12177

MERGER OR SHARE EXCHANGE

Orlando Executive Park, LLC

Certificate of Status	0
Certified Copy	1
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205.00

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>
L03-12190	OEP Properties 1, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida
L03-12183	OEP Properties 2, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida
L03-12142	OEP Properties 3, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida
L03-12157	OEP Properties 4, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida
L03-12153	OEP Properties 5, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida
L03-12209	OEP Properties 6, LLC 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>
L03-12177	WMC OEP Buildings 1, LLC* 1065 Maitland Center Commons Boulevard Maitland, FL 32751	Florida

*Pursuant to the attached Plan of Merger, the surviving party will change its name to "Orlando Executive Park, LLC."

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by each of the merging parties in accordance with Chapter 608,

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Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.


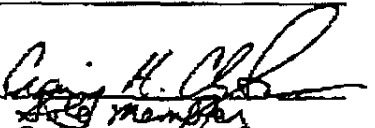
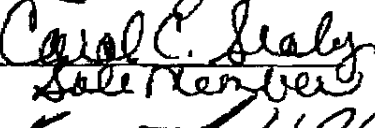
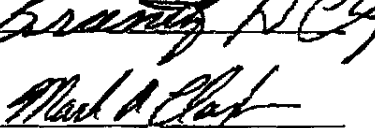
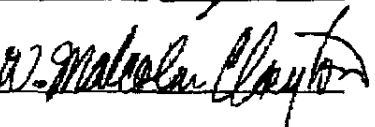

FOURTH: The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement or Certificate of organization of any limited liability company that is a party to the merger.

SIXTH: This Certificate of Merger complies with, and was executed in accordance with, the laws of the State of Florida, which is each party's applicable jurisdiction.

SEVENTH: This Certificate of Merger may be executed in two or more counterparts, each of which shall be treated as an original and all of which shall, collectively, constitute one and the same Certificate of Merger.

EIGHTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
OEP Properties 1, LLC	By:  Sole Member	Kenneth M. Clayton, Sole Member
OEP Properties 2, LLC	By: _____	Mary C. Warren, Sole Member
OEP Properties 3, LLC	By:  Sole Member	Craig H. Clayton, Sole Member
OEP Properties 4, LLC	By:  Sole Member	Carol C. Sealy, Sole Member
OEP Properties 5, LLC	By:  Sole Member	Brantly W. Clayton, Sole Member
OEP Properties 6, LLC	By:  Sole Member	Mark A. Clayton, Sole Member
WMC OEP Buildings I, LLC	By:  Trustee	W. Malcolm Clayton, Trustee of the W. Malcolm Clayton Revocable Trust dated August 4, 1987, Sole Member

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DEAN MEAD ORLANDO

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Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement or Certificate of organization of any limited liability company that is a party to the merger.

SIXTH: This Certificate of Merger complies with, and was executed in accordance with, the laws of the State of Florida, which is each party's applicable jurisdiction.

SEVENTH: This Certificate of Merger may be executed in two or more counterparts, each of which shall be treated as an original and all of which shall, collectively, constitute one and the same Certificate of Merger.

EIGHTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
OEP Properties 1, LLC	By: _____	Kenneth M. Clayton, Sole Member
OEP Properties 2, LLC	By: <u>Mary C. Warren</u> <u>Sole Member</u>	Mary C. Warren, Sole Member
OEP Properties 3, LLC	By: _____	Craig H. Clayton, Sole Member
OEP Properties 4, LLC	By: _____	Carol C. Sealy, Sole Member
OEP Properties 5, LLC	By: _____	Brantly W. Clayton, Sole Member
OEP Properties 6, LLC	By: _____	Mark A. Clayton, Sole Member
WMC OEP Buildings 1, LLC	By: _____	W. Malcolm Clayton, Trustee of the W. Malcolm Clayton Revocable Trust dated August 4, 1987, Sole Member

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PLAN OF MERGER

The following Plan of Merger ("Plan of Merger") has been approved by all of the parties hereto, each of which is a limited liability company organized and operating under the laws of the State of Florida, by all requisite limited liability company actions required to be taken by the parties in order to effectuate the merger contemplated hereunder pursuant to the Florida Limited Liability Company Act (including, but not limited to, Section 608.438, Florida Statutes) and by their respective Articles of Organization and Operating Agreements.

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

<u>Name</u>	<u>Jurisdiction</u>
OEP Properties 1, LLC	Florida
OEP Properties 2, LLC	Florida
OEP Properties 3, LLC	Florida
OEP Properties 4, LLC	Florida
OEP Properties 5, LLC	Florida
OEP Properties 6, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
WMC OEP Buildings 1, LLC	Florida

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

1. Approval of Members. Each of the parties to this Plan of Merger is a member-managed limited liability company. Simultaneously with the execution of this Plan of Merger, members holding one hundred percent (100%) of the membership interests in each party to this Plan of Merger have approved the Plan of Merger and the consummation of the transactions contemplated hereunder.

2. Effect of Merger. On the Effective Date (as hereinafter defined), the separate existence of each of the merging parties shall cease, and the merging parties shall be merged with and into WMC OEP Buildings 1, LLC (i.e., the surviving party), which shall possess all the rights, privileges, powers and franchises of a public and a private nature, and be subject to all of the restrictions, disabilities and duties of the merging parties; and all of the rights, privileges, powers and franchises as well as all claims and causes of action of the merging parties, and all properties, whether real, personal or mixed, and all debts due to the merging parties, shall be vested in the surviving party without reversion or impairment; and all rights of creditors and all

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liens upon any properties of the merging parties shall be preserved unimpaired, and all debts, liabilities and duties of the merging parties shall thenceforth attach to the surviving party and may be enforced against the surviving party to the same extent as if such debts, liabilities and duties had been incurred or contracted for by the surviving party. At any time or from time to time after the Effective Date, the last acting members of the merging parties, or the corresponding member of the surviving party, may, in the name of the merging parties, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as the surviving party may deem necessary or desirable in order to vest, perfect or confirm in the surviving party title to and possession of all of the merging parties' properties, rights, privileges, powers, franchises and immunities, and otherwise to carry out the purposes of this Plan of Merger.

FOURTH: The manner of converting membership interests in each of the merging parties into membership interests in the surviving party, and the manner of converting the interest in the surviving party held by the sole member of the surviving party prior to the merger into a new membership interest in the surviving party subsequent to the merger shall be as follows:

1. **Pre-Merger Ownership of Parties.** Each of the merging parties has a single member who owns one hundred percent (100%) of the membership interests in such merging party, and the surviving party also has a single member who owns one hundred percent (100%) of the membership interests in the surviving party, effective immediately prior to the merger.
2. **Conversion of Membership Interests in Merging Parties into Membership Interests in the Surviving Party.** As a result of the merger, the one hundred percent (100%) membership interest in each merging party shall be converted into a membership interest in the surviving party representing a seven percent (7%) interest in the profits, losses, cash distributions and voting interests in the surviving entity immediately after the merger.
3. **Conversion of 100% Pre-Merger Membership Interest in Surviving Party into Revised Membership Interest in Surviving Party after Merger.** The one hundred percent (100%) membership interest held by the sole owner of the surviving party immediately prior to the merger shall be converted into a membership interest consisting of a fifty-eight percent (58%) interest in the profits, losses, cash distributions and voting rights of the surviving party immediately after the merger.

FIFTH: Management of the surviving party subsequent to the merger shall be vested solely in the members.

SIXTH: The Articles of Organization of WMC OEP Buildings 1, LLC, in effect immediately prior to the merger, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the surviving party and until changed or amended as provided by law, except that Article I of the Articles of Organization of WMC OEP Buildings 1, LLC shall be amended in its entirety to read as follows:

Article I - Name of Company.

The name of the limited liability company shall be Orlando Executive Park, LLC (the "Company").

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In addition, the Operating Agreement of the surviving party shall be the Amended and Restated Operating Agreement of Orlando Executive Park, LLC which has been separately executed by all of the parties hereto simultaneously with the execution of this Plan of Merger.

SEVENTH: The "Effective Date" of the merger provided for hereunder shall be the date of filing of the Certificate of Merger with respect to such merger with the Secretary of State of the State of Florida.

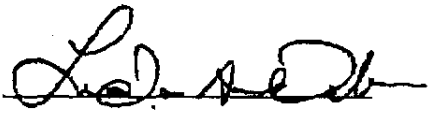
EIGHTH: This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same Plan of Merger.

The undersigned hereby approve this Plan of Merger and consent to the consummation of all of the transactions contemplated hereunder.

Witnesses:

"MEMBERS"

OEP PROPERTIES 1, LLC


Roxanne Murdoch

By: 
Kenneth M. Clayton, Sole Member


Date: January 31, 2006

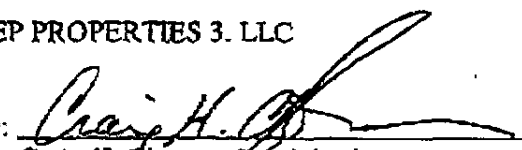
OEP PROPERTIES 2, LLC

By: _____
Mary C. Warren, Sole Member

Date: January __, 2006

OEP PROPERTIES 3, LLC


Roxanne Murdoch

By: 
Craig H. Clayton, Sole Member

Date: January 31, 2006

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In addition, the Operating Agreement of the surviving party shall be the Amended and Restated Operating Agreement of Orlando Executive Park, LLC which has been separately executed by all of the parties hereto simultaneously with the execution of this Plan of Merger.

SEVENTH: The "Effective Date" of the merger provided for hereunder shall be the date of filing of the Certificate of Merger with respect to such merger with the Secretary of State of the State of Florida.

EIGHTH: This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same Plan of Merger.

The undersigned hereby approve this Plan of Merger and consent to the consummation of all of the transactions contemplated hereunder.

Witnesses:

"MEMBERS"

OEP PROPERTIES 1, LLC

By: _____
Kenneth M. Clayton, Sole Member

Date: January __, 2006

OEP PROPERTIES 2, LLC

By: Mary C. Warren, Sole Member
Mary C. Warren, Sole Member

Date: January 30, 2006

OEP PROPERTIES 3, LLC

By: _____
Craig H. Clayton, Sole Member

Date: January __, 2006

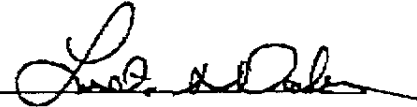
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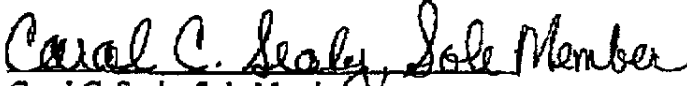
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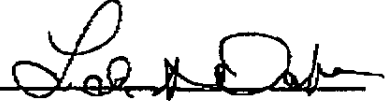
OEP PROPERTIES 4, LLC


Roxanne Murdoch

By: 
Carol C. Sealy, Sole Member

Date: January 31, 2006

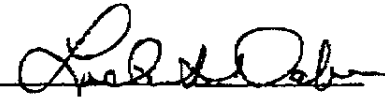
OEP PROPERTIES 5, LLC


Roxanne Murdoch

By: 
Brantly W. Clayton, Sole Member

Date: January 31, 2006

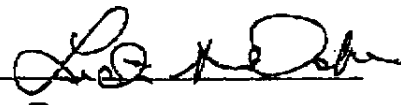
OEP PROPERTIES 6, LLC



Roxanne Murdoch

By: 
Mark A. Clayton, Sole Member

Date: January 31, 2006

WMC OEP BUILDINGS 1, LLC


Roxanne Murdoch

By: 
W. Malcolm Clayton, Trustee of the W.
Malcolm Clayton Revocable Trust dated
August 4, 1987, Sole Member

Date: January 31, 2006