

L04000052638

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

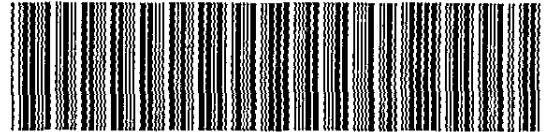
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 22 2004



1745 W. Fletcher Avenue
Tampa, Florida 33612
Phone 813.968.6511
Fax 813.968.2882
www.rmcpgr.com

September 10, 2004

VIA UPS OVERNIGHT

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Will-34, L.L.C. – Articles of Merger

Dear Sir/Madam:

Enclosed please find Articles of Merger and Plan of Merger documents for filing, together with our check in the amount of \$25.00 for the cost of same.

If you have any question or need additional information, please don't hesitate to contact us. Thank you.

Sincerely yours,

A handwritten signature in cursive script that reads "Linda Rice".

Linda S. Rice
Legal Administrative Assistant

/lsr
Enclosure

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TALLAHASSEE, FLORIDA

PLOURDE, BOGUE, McLAUGHLIN & MOYLAN, LLP

ATTORNEYS AT LAW

50 EXCHANGE TERRACE
SUITE 320
PROVIDENCE, RI 02903

TEL (401) 453-0550
FAX (401) 421-7806
E-MAIL: Moore@PBM&MLAW.COM

PAUL PLOURDE†
RICHARD A. BOGUE‡
F. MOORE McLAUGHLIN IV*
THOMAS J. MOYLAN†

ALSO ADMITTED IN:
‡MASSACHUSETTS
†DISTRICT OF COLUMBIA
*MASSACHUSETTS & FLORIDA
‡MASSACHUSETTS & CALIFORNIA

September 9, 2004

VIA Federal Express

Mr. Gregory W. Dworzanowski
RMC Property Group
1733 West Fletcher Avenue
Tampa, Florida 33612

Re: 2250 Gulf Boulevard, LLC
Will-34, L.L.C.

Dear Greg:

Enclosed herein please find the Articles of Merger and Plan of Merger documents for your review and signature. Upon signing, please remit these documents together with a check payable to Florida Department of State, in the amount of \$25.00 to:

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In the meantime, please feel free to contact me with any questions you may have.

Sincerely,


Moore McLaughlin

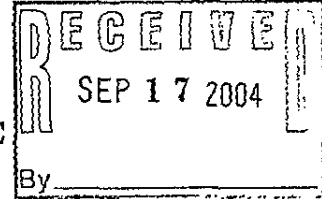
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Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State



September 14, 2004

LINDA S. RICE, LEGAL ADMIN. ASST.
RMC PROPERTY GROUP
1745 W. FLETCHER AVENUE
TAMPA, FL 33612

SUBJECT: 2250 GULF BOULEVARD, LLC
Ref. Number: L04000052638

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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We have received your document for 2250 GULF BOULEVARD, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 704A00054740



1745 W. Fletcher Avenue
Tampa, Florida 33612
Phone 813.968.6511
Fax 813.968.2882
www.rmcpgr.com

September 20, 2004

VIA UPS OVERNIGHT

Florida Department of State
Division of Corporations
Attn: Joey Bryan, Document Specialist
409 East Gaines Street
Tallahassee, FL 32301

Re: Subject: 2250 Gulf Boulevard, LLC
Reference No. L04000052638

Dear Mr. Bryan:

In response to your September 14, 2004 letter, enclosed please find our check in the amount of \$25.00, which represents the additional amount due for the cost of filing the Articles of Merger and Plan of Merger that you have maintained in your possession. The documents were delivered to you under our letter dated September 10, 2004, with our earlier check in the amount of \$25.00.

Thank you for your assistance in this regard. If you have any question or need anything further, please don't hesitate to contact us.

Sincerely yours,

A handwritten signature in cursive script that reads "Linda S. Rice".

Linda S. Rice
Legal Administrative Assistant

/lsr
Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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> |
|---------------------------------------------------------------------------------------------|----------------------------|-------------------------------|
| 1. <u>Will-34, L.L.C</u> <u>1745 West Fletcher Avenue</u> <u>Tampa, Florida 33612</u> | <u>Hillsborough County</u> | <u>Domestic LLC</u> |
| Florida Document/Registration Number: <u>L03000027013</u> | | FEI Number: <u>41-2104710</u> |
| 2. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | | FEI Number: _____ |
| 3. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | | FEI Number: _____ |
| 4. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | | FEI Number: _____ |

(Attach additional sheet(s) if necessary)

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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> |
|--------------------------------|---------------------|--------------------|
| 2250 Gulf Boulevard, LLC | Hillsborough County | Domestic LLC |
| 1733 West Fletcher Avenue | | |
| Tampa, Florida 33612 | | |

Florida Document/Registration Number: L04000052638

FEI Number: 02-0597989

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------|---------------------|
| Will-34, L.L.C. | Hillsborough County |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| 2250 Gulf Boulevard, LLC | Hillsborough County |

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

See Attached

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Attached

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

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TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

F. Moore McLaughlin, IV, Esquire
Plourde Bogue McLaughlin & Moylan, LLP
50 Exchange Terrace, Suite 320
Providence, Rhode Island 02903

Operating Manager

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

See Attached

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

Attachment

PLAN OF MERGER

ARTICLE THIRD

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CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

Effective Date:

The merger shall become effective on the date of filing of the Articles of Merger.

Merger:

At the effective date that Will-34, L.L.C (the "Merged Company") shall be merged into 2250 Gulf Boulevard, LLC, (the "Surviving Company") the separate existence of Will-34, L.L.C. shall cease, and 2250 Gulf Boulevard, LLC shall continue to exist by virtue of and be governed by the laws of the State of Florida and shall become known as Will-34, L.L.C.. After the effective date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Company; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Company shall be taken and deemed to be transferred to and vested in such single Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in any such limited liability company shall not revert or be in any way impaired by reason of such merger. Such Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the limited liability company so merged; and any claims existing or actions or proceeding pending by or against such limited liability company may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such limited liability company shall be impaired by such merger.

Certificate of Organization and Operating Agreement:

The operating agreement of 2250 Gulf Boulevard, LLC, as of the effective date of merger, shall continue to be the operating agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the operating agreement adopted by the sole member of the Surviving Company.

Officers:

The officers of 2250 Gulf Boulevard, LLC immediately prior to the merger shall be the officers of the Surviving Company.

Further Acts or Doings:

If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of Will-34, L.L.C. acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper members of Will-34, L.L.C. and the proper members of the Surviving Company are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of Will-34, L.L.C. or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan of Merger.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Attachment

PLAN OF MERGER

ARTICLE FOURTH

No members of the merged party shall be or become a member of the survivor as a result of this merger. All membership interests in the merged party shall be cancelled.

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TALLAHASSEE, FLORIDA

Attachment

PLAN OF MERGER

ARTICLE EIGHTH

The surviving entity shall amend Article I of its Certificate of Organization to change its name. Article I shall be amended as follows:

The name of the surviving entity shall be **Will-34, L.L.C.**

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