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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

JDT Properties, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

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EXAMINER

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TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TDJ Investments, LLC	Florida	limited liability company

LD4000029112

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JDT Properties, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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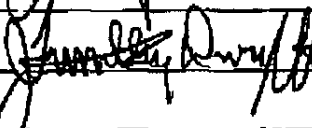
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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TDJ Investments, LLC		J. Timothy Dwight,
		Member
JDT Properties, LLC		J. Timothy Dwight,
		Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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**AGREEMENT AND PLAN OF MERGER
OF TDJ INVESTMENTS, LLC
WITH AND INTO JDT PROPERTIES, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 7th day of August, 2009, by and between TDJ INVESTMENTS, LLC, a Florida limited liability company (the "Merging Company") and JDT PROPERTIES, LLC, a Florida limited liability company (the "Surviving Company").

RECITALS

WHEREAS, the Members of the Surviving Company and the Members of the Merging Company have resolved that the Merging Company shall be merged, pursuant to the Florida Limited Liability Act, with and into the Surviving Company, which limited liability company will be the surviving entity.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Members of the Surviving Company and the Members of the Merging Company hereby agree that the Merging Company, at the Effective Date (as hereinafter defined), shall be merged with and into the Surviving Company (the "Merger").
3. Effects of Merger. On the Effective Date, the separate existence of the Merging Company shall cease and the Merging Company shall be merged with and into the Surviving Company which, as the surviving entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of the Merging Company and, all and singular, the rights, privileges, powers and franchises of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company on whatever account, and all other things in action or belonging to the Merging Company, shall be vested in the Surviving Company, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Company as they were of the Merging Company, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in the Merging Company shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Company shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving

Company. At any time, or from time to time, after the Effective Date, any Member or the last Member of the Surviving Company may, in the name of the Merging Company, 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 Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Company's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

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

4.1 Name of Surviving Entity. The name of the surviving entity from and after the Effective Date shall be JDT Properties, LLC.

4.2 Articles of Organization. The Articles of Organization of the Surviving Company, as in effect on the date hereof, from and after the Effective Date shall be and continue to be the Articles of Organization of the Surviving Company until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of the Surviving Company, as in effect on the date hereof, from and after the Effective Date shall be and continue to be the Operating Agreement of the Surviving Company until changed or amended as provided therein.

5. Manner and Basis of Converting Membership Interests. As of the Effective Date, and because of the common identity and unity of ownership of the Members of each of the Surviving Company and the Merging Company, the Members of the Surviving Company will not receive any further interest in the Surviving Company.

6. Management of Surviving Company. Management of the Surviving Company is vested in its Members. The names and addresses of the Members are:

J. Timothy Dwight
855 E. Eau Gallie Blvd.
Indian Harbour Beach, Florida 32937

Deborah Dwight
1950 S. Academy Drive
Melbourne, Florida 32901

James Dwight
1950 S. Academy Drive
Melbourne, Florida 32901

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TALLAHASSEE, FLORIDA

7. Miscellaneous.

7.1 Principal Office. The principal office of the Surviving Company is:

855 E. Eau Gallie Blvd.
Indian Harbour Beach, Florida 32937

7.2 Termination. This Plan of Merger may be terminated and the proposed Merger may be abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Members of the Surviving Company or the Members of the Merging Company, if the Members of the Surviving Company or the Members of the Merging Company duly adopt a resolution abandoning this Plan of Merger.

7.3 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

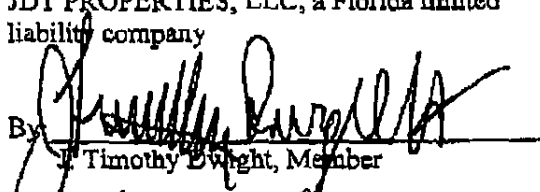
7.4 Effective Date. The Effective Date of the Merger shall be the date of filing of the Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

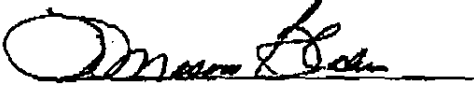


SURVIVING COMPANY:

JDT PROPERTIES, LLC, a Florida limited liability company

By: 
Timothy Dwight, Member

By: 
Deborah Dwight, Member

By: 
James Dwight, Member


Marlane B. Motley

Marlane B. Motley

Marlane B. Motley

08/11/2009 10:28 FAX 407 4231831

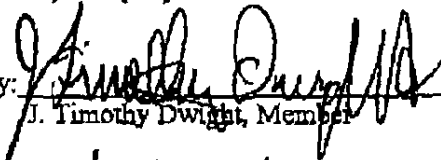
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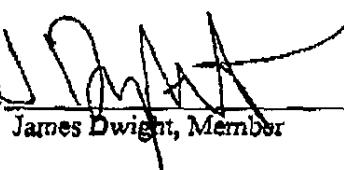
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MERGING COMPANY: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TDJ INVESTMENTS, LLC, a Florida limited
liability company

By: 
J. Timothy Dwight, Member

By: 
Deborah Dwight, Member

By: 
James Dwight, Member