

L04000076105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

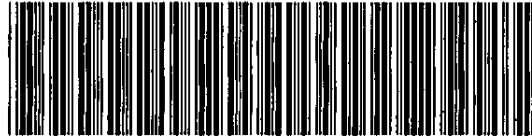
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

4-24-07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WWB Real Estate Investments, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Julia Cook

(Contact Person)

Bovay, Cook & Ossi, P.A.

(Firm/Company)

901 N.W. 57th Street

(Address)

Gainesville, FL 32605

(City, State and Zip Code)

For further information concerning this matter, please call:

Julia Cook

(Name of Contact Person)

at (352) 331-9092

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**Articles of Merger
of
WWB Reverse Exchange, LLC,
a Florida Limited Liability Company
with
WWB Real Estate Investments, LLC
a Florida Limited Liability Company**

LD6000107488

LD4000076105

ARTICLES OF MERGER between WWB Reverse Exchange, LLC,
a Florida Limited Liability Company, and WWB Real Estate Investments, LLC,
a Florida Limited Liability Company:

Pursuant to the provisions of §608.4382 of the Florida Statutes, the undersigned Florida Limited Liability Companies have adopted the following Articles of Merger for the purposes of merging a Florida Limited Liability Company into the Florida Limited Liability Company:

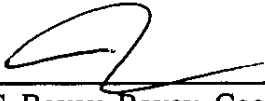
1. The laws of the State of Florida under which the Limited Liability Companies are organized permit such merger;
2. The name of the surviving entity is WWB Real Estate Investments, LLC, and it is governed by the laws of the State of Florida;
3. The attached Plan of Merger was unanimously approved by the undersigned Florida Limited Liability Companies in the manner prescribed by §608.4381 of the Florida Statutes;
4. Under the Plan of Merger, each one of all the issued and outstanding membership units of WWB Reverse Exchange, LLC shall be exchanged for one membership unit in the surviving entity, WWB Real Estate Investments, LLC (the "Merger").
5. The date and time of effectiveness of the Merger shall be the later of the date of filing of these Articles of Merger with the Department of State of Florida or April 24, 2007.

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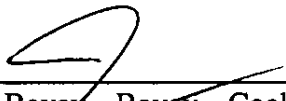
FILED

EFFECTIVE DATE 4-24-07

IN WITNESS WHEREOF, the parties have signed these Articles of Merger on
April 19, 2007.



John C. Bovay, Bovay, Cook & Ossi,
P.A., Authorized Representative
WWB Real Estate Investments, LLC



John C. Bovay, Bovay, Cook &
Ossi, P.A. Authorized Representative
WWB Reverse Exchange, LLC

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PLAN OF MERGER

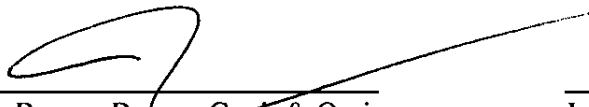
Merger between WWB Real Estate Investments, LLC, a Florida Limited Liability Company, (the "Surviving Entity") and WWB Reverse Exchange, LLC, a Florida Limited Liability Company (the "Disappearing Entity") (collectively, the "Constituent Entities"), is being effected under this Plan of Merger (the "Plan") in accordance with Chapters 608 of the Florida Statutes.

1. **Articles of Organization.** The Articles of Organization of the Surviving Entity, as filed with the Florida Department of State on October 20, 2004 and effective on October 20, 2004, shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the effective Date until further amended as permitted by law.
2. **Distribution to Members of Disappearing Entity and to Members of Surviving Entity.** All of the issued and outstanding membership units of Disappearing Entity consist of one class of voting membership units. All of the issued and outstanding membership units of Surviving Entity consist of one class of voting membership units. On the effective Date, each membership unit of Disappearing Entity that is issued and outstanding shall, without more, be converted and exchanged for one membership unit in the Surviving Entity in accordance with this plan. Each membership unit of Surviving Entity that is issued and outstanding on the Effective Date shall continue as outstanding units of Surviving Entity membership units. No other consideration will be given by either the Disappearing Entity or the Surviving Entity.
3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All membership units into which shares of Disappearing Entity's membership units shall have been converted and become exchangeable under this Plan shall have been deemed to have been paid in full satisfaction of such converted membership units.
4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Florida Statutes.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Surviving Entity or officers of Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect,


confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Disappearing Entity shall cause its officers and Surviving Entity shall cause its members to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed to be incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §608.4382 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the later of the date of filing of the Articles of Merger with the Department of State of Florida or April 24, 2007.
7. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the members of the Disappearing Entity and the members of the Surviving Entity, notwithstanding favorable action by the members of the Disappearing Entity of or the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have signed this Plan of Merger on April 19, 2007.



John C. Bovay, Bovay, Cook & Ossi,
P.A., Authorized Representative
WWB Real Estate Investments, LLC



John C. Bovay, Bovay, Cook & Ossi,
P.A. Authorized Representative
WWB Reverse Exchange, LLC

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