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(Requestor's Name)

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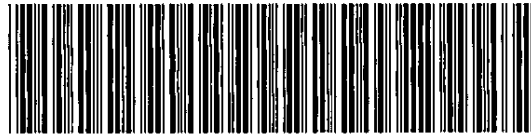
(Business Entity Name)

(Document Number)

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B. KOHR
AUG - 7 2009
EXAMINER

FILED
09 AUG -6 AM 11: 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 089544 4144K

AUTHORIZATION

COST LIMIT : \$ 50.00

FILED
09 AUG -6 AM 11:45
TALLAHASSEE, FLORIDA

ORDER DATE : August 6, 2009

ORDER TIME : 3:15 PM

ORDER NO. : 089544-005

CUSTOMER NO: 4144K

ARTICLES OF MERGER

CA PROPERTY VENTURES, LLC

INTO

CALLAWAY 2297, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
OF
CA PROPERTY VENTURES, LLC
INTO
CALLAWAY 2297, LLC**

09 AUG -6 10:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
L0400008

Pursuant to Florida Statutes, Section 608.4382 and Section 14-11-904 of the Georgia Limited Liability Company Act (the "Act"), CA Property Ventures, LLC, a Florida limited liability company (the "Merging Company") and Callaway 2297, LLC, a Georgia limited liability company (the "Surviving Company") adopt the following Certificate of Merger for the purpose of merging the Merging Company into the Surviving Company.

**ARTICLE I
PLAN OF MERGER**

The Merger Agreement between CA Property Ventures, LLC and Callaway 2297, LLC (the "Plan of Merger") adopted unanimously by the members of each of the Merging Company and the Surviving Company in accordance with Florida Statutes, Section 608.438, and Section 14-11-902 of the Act is attached hereto as Exhibit "A." The name of the Surviving Company shall continue to be "Callaway 2297, LLC."

**ARTICLE II
EFFECTIVE DATE**

The effective date of the merger is the date of filing of the Certificate of Merger with the Secretary of State of each of Florida and Georgia.

**ARTICLE III
PLAN OF MERGER LOCATION**

The executed Plan of Merger is on file at the principal place of business of the Surviving Company, which principal place of business is 1170 Peachtree St., N.E., Suite 2350, Atlanta, Georgia 30309, and a copy of the executed Plan of Merger will be furnished by the Surviving Company on request and without cost to any member of the Surviving Company or of the Merging Company.

**ARTICLE IV
SERVICE OF PROCESS**

The Surviving Company hereby agrees that it may be served with process in the State of Florida in a proceeding for the enforcement of any obligation of the Merging Company, including any appraisal rights of its members for the amounts which the Merging Company has agreed to pay under Florida Statutes, Sections 608.4351-608.43595, and appoints the Secretary of State of Florida as its agent to accept any such service of process. A copy of such service of process shall be mailed to the Surviving Company at 1170 Peachtree St., NE, Suite 2350, Atlanta, Georgia 30309.

Executed this 31 day of December, 2008 by the undersigned Surviving Company and Merging Company.

SURVIVING COMPANY:

CALLAWAY 2297, LLC
a Georgia limited liability company

By: 

M. Shailendra
President

MERGING COMPANY:

CA PROPERTY VENTURES, LLC
a Florida limited liability company

By: Callaway 2297, LLC
a Georgia limited liability company
Sole Member

By: 

M. Shailendra
President

MERGER AGREEMENT

THIS MERGER AGREEMENT is made and entered into as of the 31st day of December, 2008, by and between CA PROPERTY VENTURES, LLC, a limited liability company organized under the laws of the State of Florida ("CAPV"), and CALLAWAY 2297, LLC, a limited liability company organized under the laws of the State of Georgia ("Callaway") (said parties are hereinafter referred to as the "Merging Business").

WHEREAS, the members of the Merging Business have deemed it to be in their respective best interests to consolidate their real estate holdings and develop the real estate owned by them as a single project; and

WHEREAS, the members of the Merging Business have taken all actions necessary to approve the transactions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the parties comprising the Merging Business hereby agree to merge and become one entity in accordance with the terms and conditions set forth below.


1. *Merger.* The Merging Business hereby agrees that CAPV shall be merged with and into Callaway.
2. *Name of surviving business.* The name of the merged entity that shall survive the merger shall be Callaway 2297, LLC.
3. *Equity interest.* CAPV is wholly-owned by Callaway. Callaway currently has five members. Each member has an interest in Callaway as set forth on Exhibit "A" hereto.
4. *Manner of converting interests.* Upon the effective date of this Merger, Units of membership interest in CAPV will be converted into Units in Callaway such that the interests in Callaway shall remain as set forth on Exhibit "A" hereto.
5. *Merger Date.* The merger provided for in this Agreement shall become effective as of December 31, 2008 (the "Merger Date").
6. *Articles of Organization and Operating Agreement.* The Articles of Organization of Callaway in effect prior to the Merger Date shall continue to be the Articles of Organization after the Merger Date. The Operating Agreement for Callaway shall continue as the Operating Agreement after the Merger Date.
7. *Authorization.* This Agreement and the merger transaction contemplated by this Agreement have been approved:
 - (a) by the sole member of CAPV; and
 - (b) all of the Managing Members of Callaway;both as of December 31, 2008.

8. *Articles of Merger.* The parties shall prepare Articles of Merger in accordance with applicable statutes of the State of Florida and the State of Georgia. Said Articles of Merger shall be filed with the Secretary of State in each of Florida and Georgia immediately upon execution of this Agreement.

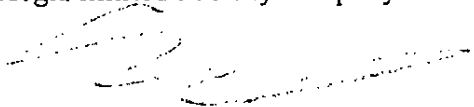
IN WITNESS WHEREOF, the parties comprising the Merging Business, being duly authorized, have executed this Merger Agreement as of the day and year first above written.

CA PROPERTY VENTURES, LLC
a Florida limited liability company

By: Callaway 2297, LLC
a Georgia limited liability company

By: 
M. Shailendra, President

CALLAWAY 2297, LLC
a Georgia limited liability company

By: 
M. Shailendra
President