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**MERGER OR SHARE EXCHANGE**

**FREEHOLD PARTNERS, L.L.C.**

Certificate of Status	0
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**ARTICLES OF MERGER**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**, merging Freehold Partners, a Florida general partnership into Freehold Partners, LLC, a Florida limited liability company.

1. **THESE ARTICLES OF MERGER** are filed pursuant to Florida Statute Section 608.438 et. seq.

2. Freehold Partners, a Florida general partnership (the "Partnership") was organized pursuant to that certain Partnership Agreement dated March 1, 2000 made by and between Philip A. Dill, Lee M. Dill, Walter R. Dill, Jr., Susan M. Dill and Alex R. Dill (hereinafter collectively called, the "Partners").

3. Freehold Partners, LLC (the "LLC") is a Florida limited liability company pursuant to Articles of Organization filed with the Secretary of State of the State of Florida on January 1, 2005 as Document Number L05000012822.

4. The Partnership is hereby merged into the LLC, and the LLC shall be the surviving entity.

5. The Plan of Merger a copy of which is attached hereto as Exhibit A and by reference made apart hereof has been duly approved by the LLC and each of its members, and no further action is required for the adoption of the Plan of Merger by either the Partnership or the LLC.

6. The effective date of the merger shall be as of the date of the filing with the of these Articles of Merger with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, we have hereunto set our hands and seals this 12<sup>th</sup> day of JULY, 2005.

Freehold Partner, LLC, a Florida limited liability company

  
By: Walter R. Dill, Jr., Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Freehold Partners, a Florida general partnership

  
By: Philip A. Dill, Partner

  
By: Lee M. Dill, Partner

  
By: Walter R. Dill, Jr., Partner

  
By: Susan M. Dill, Partner

  
By: Alex R. Dill, Partner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

PLAN OF MERGER between, Freehold Partners, a Florida general partnership and Freehold Partners, LLC, a Florida limited liability company pursuant to Florida Statute Section 608.438 et. seq.

1. The names of the two entities planning to merge are Freehold Partners, a Florida general partnership ("Partnership") and Freehold Partners, LLC, a Florida limited liability company ("LLC").

2. The Partnership shall be merged into the LLC, and the LLC shall be the surviving entity, and the name of the surviving entity shall be Freehold Partners, LLC.

3. The terms and conditions of the proposed merger are as follows:

Since the partners of the Partnership are the members of the LLC and since their respective percentages of interest are the same in each, upon the merger all partnership interests in the Partnership shall be canceled.

4. The name and address of the Manager of the LLC shall be as follows:

Walter R. Dill, Jr.  
7050 Sunset Drive South, #705  
South Pasadena, FL 33707

The undersigned being all of the partner of the Partnership and all of the members of the LLC do hereby approve this Plan of Merger to be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF the we have set our hands and seals this 12<sup>th</sup> day of JULY, 2005.

LLC

Freehold Partner, LLC, a Florida limited liability company

Walter R. Dill, Jr.  
By: Walter R. Dill, Jr., Manager

Philip A. Dill  
By: Philip A. Dill, Member

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Plan of Merger  
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By: Lee M. Dill, Member

  
By: Walter R. Dill, Jr., Member

  
By: Susan M. Dill, Member

  
By: Alex R. Dill, Member

**PARTNERSHIP**

Freehold Partners, a Florida general partnership

  
By: Philip A. Dill, Partner

  
By: Lee M. Dill, Partner

  
By: Walter R. Dill, Jr., Partner

  
By: Susan M. Dill, Partner

  
By: Alex R. Dill, Partner