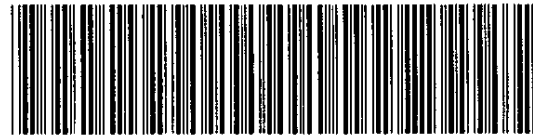


L05000019744



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JUL 26 2010

EXAMINER

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 JUL 26 PM 2:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
20 JUL 26 PM 12:47
L07000111327

**CERTIFICATE OF MERGER
OF
THREE SISTERS SPRINGS HOLDING TWO, LLC
INTO
THREE SISTERS SPRINGS HOLDING, LLC**

Pursuant to the provisions of Section 608.4382, Florida Statutes, THREE SISTERS SPRINGS HOLDING TWO, LLC (the "Merging Entity"), a Florida limited liability company, and THREE SISTERS SPRINGS HOLDING, LLC (the "Surviving Entity"), a Florida limited liability company, adopt the following Certificate of Merger for the purpose of merging the Merging Entity into the Surviving Entity (the "Merger").

**Article I
Plan of Merger**

The agreement and plan of merger for the Merger (the "Plan of Merger") within the meaning of Section 608.438, Florida Statutes, is as set forth in Exhibit A to this Certificate of Merger, which is incorporated herein and made part of this Certificate of Merger for all purposes.

**Article II
Statement of Approval**

The Plan of Merger was approved by the Merging Entity and the Surviving Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**Article III
Compliance with Laws and Agreements**

The Merger is permitted under the laws of the state of Florida and is not prohibited by the organizational documents of either constituent organization that is a party to the Merger.

**Article IV
Effective Date**

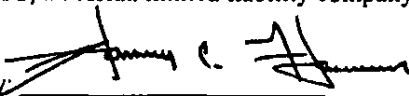
The Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.

[Signature page follows]

**SIGNATURE PAGE
TO
CERTIFICATE OF MERGER
OF
THREE SISTERS SPRINGS HOLDING TWO, LLC
INTO
THREE SISTERS SPRINGS HOLDING, LLC**

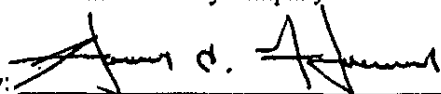
IN WITNESS WHEREOF, this Certificate of Merger has been executed in accordance with the requirements of Section 608.4382 of the Florida Statutes by the parties as of the 24 day of July, 2010.

**THREE SISTERS SPRINGS HOLDING TWO,
LLC**, a Florida limited liability company

By: 

Name: Harry C. Flowers
Title: Manager

THREE SISTERS SPRINGS HOLDING, LLC, a
Florida limited liability company

By: 

Name: Harry C. Flowers
Title: Manager

EXHIBIT A
PLAN OF MERGER

[See attached]

**AGREEMENT
AND
PLAN OF MERGER
OF
THREE SISTERS SPRINGS HOLDING TWO, LLC
INTO
THREE SISTERS SPRINGS HOLDING, LLC**

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of July 26, 2010, by and between THREE SISTERS SPRINGS HOLDING TWO, LLC (the "Merging Entity"), a Florida limited liability company, and THREE SISTERS SPRINGS HOLDING, LLC (the "Surviving Entity"), a Florida limited liability company, pursuant to Section 608.438 of the Florida Statutes.

Background

The Merging Entity was formed on November 2, 2007, as a limited liability company under the laws of the State of Florida, and its status is active. The Surviving Entity was formed on February 25, 2005, as a limited liability company under the laws of the State of Florida, and its status is active. Pursuant to this Plan of Merger, the Merging Entity will merge with and into the Surviving Entity, and the separate existence of the Merging Entity will cease (the "Merger"). The Surviving Entity will survive and own all of the rights and property and be subject to all of the liabilities of the Merging Entity.

Operative Terms

1. Parties to the Merger. The name of each constituent organization that is a party to the Merger and the jurisdiction of formation are as follows:

Name	Jurisdiction of Formation	Entity Type	Florida Document/ Registration No.
Three Sisters Springs Holding Two, LLC	Florida	Limited Liability Company	L07000111322
Three Sisters Springs Holding, LLC	Florida	Limited Liability Company	L05000019744

2. Merger. Upon the terms set forth in this Plan of Merger, and in accordance with the applicable provisions in the Florida Statutes, at the Effective Time (as defined in Section 3 below), the Merging Entity shall be merged with and into the Surviving Entity. Following the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue as the surviving entity in the merger.

3. Effective Time. The Surviving Entity will cause a Certificate of Merger (the "Certificate of Merger") to be executed as provided in Section 608.4382 of the Florida Statutes and delivered to the

Department of State of the State of Florida. The Merger shall be effective upon the filing of the Certificate of Merger with the Department of State of the State of Florida (the "Effective Time").

4. Effect of the Merger. At the Effective Time, as a result of the Merger and without any further action on the part of any of the Surviving Entity, any of its managers or members, or the Merging Entity:

- (a) The units of membership interest of the Merging Entity that are owned by any person or entity immediately prior to the Effective Time shall automatically be cancelled and retired, without payment of any additional consideration therefor and shall cease to exist.
- (b) The Merging Entity ceases to exist as a separate entity. All property owned by the Merging Entity vests in the Surviving Entity. All debts, liabilities, and other obligations of the Merging Entity continue as obligations of the Surviving Entity. An action or proceeding pending by or against the Merging Entity or the Surviving Entity may be continued as if the Merger had not occurred. Except as prohibited by applicable law, all of the rights, privileges, immunities, powers and purposes of the Merging Entity vest in the Surviving Entity.

5. Filing of Certificate of Merger. The Surviving Entity shall cause a copy of the Certificate of Merger which has been certified by the Florida Department of State to be filed in the recording office of the county in which any real property is held by the Merging Entity immediately prior to the Effective Time.

6. Counterparts. This Plan of Merger may be executed in any number of counterparts (whether facsimile or portable document format (PDF)), each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

7. Governing Law. This Plan of Merger shall be deemed to be made in and in all respects shall be interpreted, construed and governed by and in accordance with the laws of the State of Florida, without regard to the conflict of law principles thereof.

8. Severability. The provisions of this Plan of Merger shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Plan of Merger, or the application thereof to any person or any circumstance, is invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefore in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Plan of Merger and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof in any other jurisdiction.

9. Entire Agreement; No Third-Party Beneficiaries. This Plan of Merger (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Plan of Merger and (b) is not intended to confer upon any person other than the parties any rights or remedies.

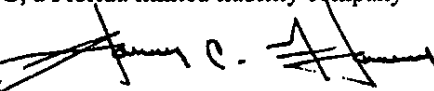
10. Further Assurances. The parties shall execute and deliver such further instruments and do such further acts and things as may be required to carry out the intent and purposes of this Plan of Merger.

[Signature page follows]

**SIGNATURE PAGE
TO
AGREEMENT
AND
PLAN OF MERGER
OF
THREE SISTERS SPRINGS HOLDING TWO, LLC
INTO
THREE SISTERS SPRINGS HOLDING, LLC**

IN WITNESS WHEREOF, this Plan of Merger has been approved by each constituent organization that is a party to the Merger in accordance with the requirements of Section 608.4381 of the Florida Statutes as of July 26, 2010.

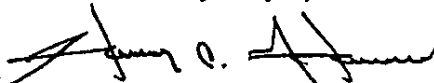
**THREE SISTERS SPRINGS HOLDING TWO,
LLC, a Florida limited liability company**

By: 

Name: Harry C. Flowers

Title: Manager

**THREE SISTERS SPRINGS HOLDING, LLC, a
Florida limited liability company**

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