

Division of Corporations

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**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
Austin Outdoor, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

*Effective date
12-31-12
Merger*

DEC 27 2012

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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>
Austin Outdoor, LLC	Delaware	limited liability company
Austin Outdoor, LLC	Florida	limited liability company

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>
Austin Outdoor, 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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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A


Mailing address:

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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:
Austin Outdoor, LLC(Florida)		Edward A. Schatz Jr.
Austin Outdoor, LLC (Delaware)		

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

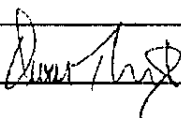
Certified Copy (optional): \$30.00

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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:
Austin Outdoor, LLC(Florida)		
Austin Outdoor, LLC (Delaware)		Owen Thorrington

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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PLAN/AGREEMENT OF MERGER BETWEEN
AUSTIN OUTDOOR, LLC, a Delaware limited liability company
AND
AUSTIN OUTDOOR, LLC, a Florida limited liability company

The following Plan/Agreement of Merger, which was adopted and approved by Austin Outdoor, LLC, a Florida limited liability company ("Surviving Company") and Austin Outdoor, LLC, a Delaware limited liability company ("Austin Delaware"), is being submitted in accordance with section 608.4382, Florida Statutes.

1. The name, jurisdiction, and entity type of each merging party is as follows:

Austin Outdoor, LLC, a Florida limited liability company

Austin Outdoor, LLC, a Delaware limited liability company

2. The name, jurisdiction, and entity type of the surviving party is:

Austin Outdoor, LLC, a Florida limited liability company

3. On the effective date of the merger, December 31, 2012, the general terms and conditions of the merger are: (i) the separate existence of Austin Delaware shall cease and Austin Delaware shall be merged with and into Surviving Company, (ii) the Articles of Organization of Surviving Company in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Company, (iii) the Operating Agreement of Surviving Company in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Company, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Company shall remain the FEI used for the Surviving Company.

4. The manner and basis of converting the interest of Austin Delaware are as follows: As of the effective date of the merger, the interest of Austin Delaware shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such interest shall cease to have any rights with respect thereto.

5. The manner and basis of converting the interest of Surviving Company are as follows: As of the effective date of the merger, the interest of the Surviving Company shall not be converted or exchanged in any manner, but each said percentage of interest at the effective time and date of the merger shall continue to represent the percentage of interest of the surviving company. There are no rights to acquire interest in Austin Delaware or the Surviving Company.

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