L05000036507

Florida Department of State

Division of Corporations
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MERGER OR SHARE EXCHANGE

B & K INVESTMENTS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$105.00

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EP

February 22, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

B & K INVESTMENTS, LLC
17358 N. HIGHWAY 27
CLERMONT, FL 34711

SUBJECT: B & K INVESTMENTS, LLC
REF: L05000036507

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As noted in my previous letter, we no longer file "Articles of Merger" for this type of merger. The title of your document should be "Certificate of Merger."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H06000016933
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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 Section 608.4382, Florida Statutes:

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

	Name	Jurisdiction	Form/Entity Type
1.	B & K Investments, Ltd. Document Number A00000000699	Florida	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name and Street Address	Jurisdiction	Form/Entity Type
B & K Investments, LLC Document Number: L05000036507	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.

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:

____

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

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TALLAHASSEE, FLORIDA

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 Sections 608.4351-608.43595, Florida Statutes.

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 purposes of Section 48.181, Florida Statutes:

Street Address: ______________________
____
____

Mailing Address: ______________________
____
____

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 Sections 608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for each party.

Name of Entity	Typed or Printed Name and Title of Individual
B & K Investments, Ltd.	By: Benjamin F. Harrison Benjamin F. Harrison, as President of Harrison Property Management, Inc., General Partner
B & K Investments, LLC	By: Kitty Kay Harrison Kitty Kay Harrison, Manager

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction of each merging party are as follows:

	Name	Jurisdiction	Form/Entity Type
1.	B & K Investments, Ltd. Document Number A00000000699	Florida	Limited Partnership

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
B & K Investments, LLC Document Number: L05000036507	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "B & K INVESTMENTS, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The persons who are the managers, directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the managers, directors and officers of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interest of the general partner of the merging entity shall be converted into cash and distributed to the general partner. The holder of all of the issued and outstanding certificates of limited partner interest in the merging party shall surrender the same to the surviving party, and such certificates shall be converted into interest in the surviving party. Thereafter, the issued and outstanding certificates representing ownership of units of interest in the surviving party shall remain the only issued and outstanding certificates representing units of interest in the surviving party, and shall not otherwise be affected by the merger under this Plan of Merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: Not Applicable

SIXTH: Other provisions, if any, relating to the merger are as follows: Not Applicable

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