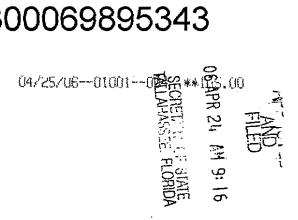


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COVER LETTER

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SUBJECT:	Seahaven P	hase I,	LLC			·	
		(Name of S	urvivin	g Party)			
The enclosed (Certificate of Merg	ger and fee((s) are	submitte	d for	filing.	
Please return a	Il correspondence	concerning	g this n	natter to:	:		
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15238 Fr	ont Beach Rd	! .				•	
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Panama Ci	ty Beach, FI	32413			_	-	
	(City, State and	Zip Code)					
Neel Benn	<u> </u>	ng this mat	_at (_	850		236-1912	
(Name o	f Contact Person)		· -	(Area Coo	ie and	Daytime Telephon	ne Number)
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2661 Executive Center Circle Tallahassee, FL 32301

Tallahassee, FL 32314

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

<u>FIRST</u>: The exact name, street address of its principal office, jurisdiction, and entity type for each <u>merging</u> party are as follows:

Name and Street Address	<u>Jurisdiction</u>	Entity Type
 Bennett Seahaven Holdings I, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413 	Florida	Limited Liability Company
Florida Document/Registration Number:	L06000038516	
 Bennett Seahaven Holdings II, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413 	Florida	Limited Liability Company
Florida Document/Registration Number:	L06000038514	
 Bennett Seahaven Holdings III, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413 	Florida	Limited Liability Company
Florida Document/Registration Number:	L06000038511	

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address	- <u>- Jurisdiction</u>	Entity Type
1. Seahaven Phase I, LLC 15238 Front Beach Road,	-Florida	Limited Liability 在mpany 分
Panama City Beach, Florida 32413		R 24 HASS
Florida Document/Registration Numbe	r: L05000080978	HE A
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THIRD: The attached Plan of Merger meets the requirements of Chapter 608, Florida Statutes, and was approved by each limited liability company, that is a party to the merger in accordance, with Chapter 608, Florida Statutes.

<u>FOURTH:</u> The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.

<u>FIFTH:</u> The merger shall become effective as of the date of filing of this Certificate of Merger with the Florida Department of State.



<u>SIXTH:</u> The Certificate of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
BENNETT SEAHAVEN HOLDINGS I, LLC	Julian Benser	as President of Bennett's Reef, Incorporated, the Sole
BENNETT SEAHAVEN HOLDINGS II, LLC	5462	Member of Bennett Seahaven Holdings I, LLC Samuel Week Bennett as Managing Member
	MAN	as Managing Member as Managing Member as Managing Member
	Mily Both	as Managing Member
BENNETT SEAHAVEN HOLDINGS III, LLC	Julian Burs	as Manaim Menocion of Bennett Family Holdings, LLC, the Sole Member of
SEAHAVEN PHASE I, LLC	34/2	Bennett Seahaven Holdings, LLC Section Development Seahaven, Inc., the Managing Member of Seahaven Phase I, LLC

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Chapter 608, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name	*2	<u>Jurisdiction</u>
BENNETT SEAHAVEN HOLDINGS I, LLC BENNETT SEAHAVEN HOLDINGS II, LLC BENNETT SEAHAVEN HOLDINGS III, LLC		Florida Florida Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u> <u>Jurisdiction</u>

SEAHAVEN PHASE I, LLC

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

A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, BENNETT SEAHAVEN HOLDINGS I, LLC, a Florida limited liability company, BENNETT SEAHAVEN HOLDINGS II, LLC, a Florida limited liability company and BENNETT SEAHAVEN HOLDINGS III, LLC, a Florida limited liability company ("Merging Entities") shall merge with and into SEAHAVEN PHASE I, LLC, a Florida limited liability company ("Surviving Entity").

Florida

- B. After the merger, the Surviving Entity will retain the name Seahaven Phase I, LLC.
- C. The Merging Entities shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entities shall automatically cease. On the effective date of the merger, the existing Artícles of Organization and Operating Agreement for Seahaven Phase I, LLC, shall be the organizational documents for the Surviving Entity.
- D. As all of the membership interests of the Mcrging Entities are owned by the Surviving Entity, there shall be no change to the ownership of the Surviving Entity as a result of the Entity as a result of the Entity.
- E. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entities, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be seemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be



assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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 party, into cash or other property are as follows:

[see above]

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

N/A

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

N/A

SECRETAIN OF STATE