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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
PALMETTO EXPRESSWAY BUSINESS PARK, LLC

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ARTICLES OF MERGER OF
PALMETTO LAKES BUSINESS CENTER, LLC,
INTO
PALMETTO EXPRESSWAY BUSINESS PARK, LLC

Palmetto Expressway Business Park, LLC, a Florida limited liability company ("Expressway"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Palmetto Lakes Business Center, LLC, a Florida limited liability company ("Lakes"), with and into Expressway. Expressway shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Lakes in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Expressway in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

PALMETTO LAKES BUSINESS CENTER, LLC,
a Florida limited liability company

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: _____
David M. Howell
As its Manager

By: K&R Ventures, LLLP,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: 
Robert G. Roskamp
As its President

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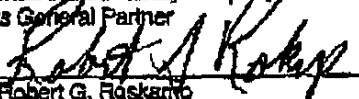
**PALMETTO EXPRESSWAY BUSINESS PARK,
LLC, a Florida limited liability company**

By: **Howell Palmetto Lakes Partners, LLC,**
a Florida limited liability company
As its Manager

By: _____
David M. Howell
As its Manager

By: **K&R Ventures, L.L.P.,**
a Florida limited liability limited partnership
As its Manager

By: **K&R Ventures Management, LLC,**
a Florida limited liability company
As its General Partner

By: 
Robert G. Roskamp
As its President

701872

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**ARTICLES OF MERGER OF
PALMETTO LAKES BUSINESS CENTER, LLC,
INTO
PALMETTO EXPRESSWAY BUSINESS PARK, LLC**


Palmetto Expressway Business Park, LLC, a Florida limited liability company ("Expressway"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Palmetto Lakes Business Center, LLC, a Florida limited liability company ("Lakes"), with and into Expressway. Expressway shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Lakes in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Expressway in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

PALMETTO LAKES BUSINESS CENTER, LLC,
a Florida limited liability company

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: 
David M. Howell
As its Manager

By: K&R Ventures, LLLP,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: _____
Robert G. Roskamp
As its President

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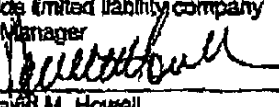
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**PALMETTO EXPRESSWAY BUSINESS PARK,
LLC, a Florida limited liability company**

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: 
David M. Howell
As its Manager

By: K&R Ventures, L.L.P.,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, L. C.,
a Florida limited liability company
As its General Partner

By: _____
Robert G. Roskamp
As its President

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EXHIBIT A
PLAN OF MERGER
OF PALMETTO LAKES BUSINESS CENTER, LLC,
WITH AND INTO
PALMETTO EXPRESWAY BUSINESS PARK, LLC

Palmetto Lakes Business Center, LLC, a Florida manager-managed limited liability company, and Palmetto Expressway Business Park, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Palmetto Lakes Business Center, LLC, a Florida manager-managed limited liability company ("Lakes"), and Palmetto Expressway Business Park, LLC, a Florida manager-managed limited liability company ("Expressway"). As a result of the merger, Lakes shall be merged with and into Expressway. Expressway shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. As a result of the merger, the membership interest of the members of Lakes shall be cancelled. The members of Lakes shall have no rights to acquire membership interests in Expressway. No change shall occur in the membership interests of Expressway.
4. The name and address of the Managers for Lakes are Howell Palmetto Lakes Partners, LLC, a Florida limited liability company, 12002 Miramar Parkway, Miramar, Florida 33025 and K&R Ventures, LLLP, a Florida limited liability limited partnership, 2040 Whitfield Avenue, Sarasota, Florida 34243.
5. The names and addresses of the Managers for Expressway are Howell Palmetto Lakes Partners, LLC, a Florida limited liability company, 12002 Miramar Parkway, Miramar, Florida 33025 and K&R Ventures, LLLP, a Florida limited liability limited partnership, 2040 Whitfield Avenue, Sarasota, Florida 34243.
6. This plan shall be submitted to the Members and Manager of Lakes for approval. This plan shall be submitted to the Members and Managers of Expressway for approval.
7. The Members and Managers of Lakes and the Members and Managers of Expressway are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.

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