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MERGER OR SHARE EXCHANGE

PALM COVE DEVELOPMENT OF BRADENTON, LLC

Certificate of Status	0
Certified Copy	1
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\$105 -

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Help

J. BRYAN MAR 31 2006

Should be \$105. I know your system for LLC merges is not working properly computing \$.

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CERTIFICATE OF MERGER OF
PALM COVE APARTMENTS, LLC
PALM COVE INVESTMENTS, LLC

INTO

PALM COVE DEVELOPMENT OF BRADENTON, LLC

In accordance with Section 808.4382, Florida Statutes, Palm Cove Development of Bradenton, LLC, a Florida limited liability company ("Development"), hereby delivers to the Department of State for filing the following Certificate of Merger for the merger of Palm Cove Apartments, LLC, a Florida limited liability company ("Apartments"), and Palm Cove Investments, LLC, a Florida limited liability company ("Investments") with and into Development. Development shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

2. The Plan of Merger was approved by Development, Apartments, and Investments in accordance with Section 608.4381, Florida Statutes.

3. The effective date of the merger is March 30, 2006, which is also the date this Certificate of Merger is filed with the Department of State (the "Effective Date").

4. Development, as the surviving business entity, is not formed, organized, or incorporated under the laws of any state, country, or jurisdiction other than the State of Florida.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

PALM COVE APARTMENTS, LLC,
a Florida limited liability company

By: 

Walter K. Carlson
As its Manager

PALM COVE INVESTMENTS, LLC,
a Florida limited liability company

By: 

Walter K. Carlson
As its Manager

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**PALM COVE DEVELOPMENT OF
BRADENTON, LLC,**
a Florida limited liability company

By:


Walter K. Carlson
As its Manager

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TALLAHASSEE, FLORIDA

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EXHIBIT A
PLAN OF MERGER OF
PALM COVE APARTMENTS, LLC
PALM COVE INVESTMENTS, LLC
INTO
PALM COVE DEVELOPMENT OF BRADENTON, LLC

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In accordance with Section 608.438, Florida Statutes, the terms of the Plan of Merger are as follows:

1. The name of each of the business entities planning to merge and their respective jurisdiction of formation, organization, or incorporation is as follows: Palm Cove Apartments, LLC, a Florida limited liability company ("Apartments"), Palm Cove Investments, LLC, a Florida limited liability company ("Investments"), and Palm Cove Development of Bradenton, LLC, a Florida limited liability company ("Development"). Apartments and Investments shall be merged into Development. Development shall be the surviving business entity.
2. Except as specified herein, there are no additional terms and conditions of the merger.
3. As a result of the merger, Development, as the surviving business entity, shall be owned in accordance with the attached Schedule A. The membership interest of Apartments and Investments shall be cancelled.
4. With regard to Development, as the surviving business entity, Development shall be governed in accordance with its Articles of Organization and the Amended and Restated Operating Agreement of Palm Cove Development of Bradenton, LLC dated March 30, 2006 (the "Operating Agreement"), with the ownership changes specified in Schedule A. The Members of Development shall have the membership interests, designations, preferences, limitations, and relative rights as specified in the Operating Agreement. The Amended and Restated Operating Agreements for Apartments and Investments dated March 30, 2006 are terminated effective as of the effective date of the merger.
5. The effective date of the merger is March 30, 2006, which is also the date this Certificate of Merger is filed with the Department of State (the "Effective Date").
6. Once approved, no party to the merger is authorized to abandon the proposed merger.
7. The parties have chosen not to state a method for determining "fair value."
8. This Plan of Merger shall be submitted to each Member and Manager of Apartments, Investments, and Development for approval.

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SCHEDULE A

PALM COVE DEVELOPMENT OF BRADENTON, LLC, A FLORIDA LIMITED
LIABILITY COMPANY

SCHEDULE OF MEMBERS AND PERCENTAGE INTERESTS

Member	Membership Class	Percentage Interest
Richard D. Carlson, Trustee U/A/D 8/10/94 F.B.O. Lindsay E. Susla	Class B	0.05%
Richard D. Carlson, Trustee U/A/D 12/30/97 F.B.O. Trevor M. Susla	Class B	0.05%
Walter K. Carlson and Ellen C. Carlson, as tenants by the entirety	Class A	0.70%
Richard D. Carlson	Class A	1.20%
MK-CK 2005-3A, LLC, an Illinois limited liability company	Class A	98.00%

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