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Florida Department of State
Division of Corporations
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Phone : (863) 676-7611
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L. SELLERS
JUL 26 2010
EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: ben@crosbydirt.com

MERGER OR SHARE EXCHANGE
BLUE TICK PROPERTIES, LLC

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

RECEIVED
2010 JUL 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
10 JUL 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER

Blue Tick Properties, LLC, a Florida limited liability company, and Crosby-Stallings, LLC, a Florida limited liability company, (individually, an "LLC" and collectively, the "LLCs") hereby certify that:

FIRST, the LLCs agree to merge;

SECOND, the name and street address of the principal office and place of organization of each of the parties to the merger are:

1. Blue Tick Properties, LLC, a Florida limited liability company
6039 Cypress Gardens Blvd., #411
Winter Haven, FL 33884

Place of Organization: Florida.

LOS 0000103879

2. Crosby-Stallings, LLC, a Florida limited liability company
505 Avenue A, NW, Suite 306
Winter Haven, FL 33881

Place of Organization: Florida.

LOS 000041387

THIRD, the name of the surviving entity is Blue Tick Properties, LLC, which was organized under the laws of the State of Florida. The principal office of Blue Tick Properties, LLC, in the state of Florida is 6039 Cypress Gardens Blvd., Suite 411, Winter Haven, FL 33884. The attached Plan of Merger meets the requirements of Section 608.438 and was approved by each LLC that is a party to the merger.

FOURTH, the terms and conditions of the Plan of Merger were advised, authorized and approved by each LLC that is a party to the merger and the members of each LLC by unanimous consent of its members.

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FIFTH, the merger shall become effective as of the date this Certificate of Merger are filed with the Florida Department of State.

SIXTH, the surviving entity, Blue Tick Properties, LLC, has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Section 608.4351-608.43595, Florida Statutes (2009).

SEVENTH, the Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

In witnesses whereof, each party has caused this Certificate of Merger to be signed in its name on its behalf by an authorized person this 22nd day of July, 2010. Each authorized person acknowledges this Certificate of Merger to be the act and deed of the LLC on whose behalf the authorized person has executed this Certificate of Merger and, under the penalties of perjury, certifies that the matters set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

BLUE TICK PROPERTIES, LLC,
a Florida limited liability company

By: 

Clyde H. Thompson, Managing Member

CROSBY-STALLINGS, LLC,
a Florida limited liability company

By: 

Benjamin E. Crosby, Managing Member

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes (2009), is being submitted in accordance with Section 608.438, Florida Statutes (2009). By execution of this Plan of Merger, each entity and their individual members have waived notification pursuant to Section 608.455, Florida Statutes (2009), as required by Section 608.4381 Florida Statutes (2009).

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

<u>Name</u>	<u>Jurisdiction</u>
Blue Tick Properties, LLC, a Florida limited liability company	Florida
Crosby-Stallings, LLC, a Florida limited liability company	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Blue Tick Properties, LLC, a Florida limited liability company	Florida

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

The sole member and managing member of Blue Tick Properties, LLC, is Clyde H. Thompson, who holds one hundred (100) membership units, being 100% of the outstanding membership units. The sole member and managing member of Crosby-

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(H10000168094 3)

Stallings, LLC, is Benjamin E. Crosby, who holds one hundred percent (100%) of the outstanding membership interest in Crosby-Stallings, LLC. Upon merger, Blue Tick Properties, LLC, will be the surviving entity and Benjamin E. Crosby will be issued 100 membership units of Blue Tick Properties, LLC, so that following the merger Clyde H. Thompson and Benjamin E. Crosby will each own and hold one hundred (100) membership units of Blue Tick Properties, LLC, and be equal fifty percent (50%) owners of the surviving entity.

FOURTH, prior to the merger, the percentage of interest of each class of interest in each LLC was:

Blue Tick Properties, LLC	100%- One Class
Crosby-Stallings, LLC	100%- One Class

FIFTH, the manner and basis of converting the outstanding interest of each LLC into the interest of the surviving LLC are as follows:

The one hundred percent (100%) interest in Blue Tick Properties, LLC, owned by Clyde H. Thompson as it exists immediately prior to the merger will become a fifty percent (50%) interest in Blue Tick Properties, LLC, on the effective date of the merger. The one hundred percent (100%) interest in Crosby-Stallings, LLC, owned by Benjamin E. Crosby as it exists immediately prior to the merger will become a fifty percent (50%) interest in Blue Tick Properties, LLC, on the effective date of the merger.

SIXTH, following the merger, the names and addresses of the managing members of Blue Tick Properties, LLC, as the surviving entity, shall be as follows:


Clyde H. Thompson	6039 Cypress Gardens Boulevard #411 Winter Haven, FL 33884
Benjamin E. Crosby	505 Avenue A, NW, Suite 306 Winter Haven, FL 33881


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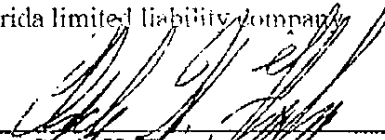
DATED this 22nd day of July, 2010.

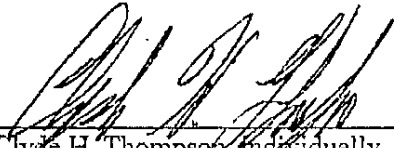
CROSBY-STALLINGS, LLC, a
Florida limited liability company

By: 
Benjamin E. Crosby,
Managing Member


Benjamin E. Crosby, individually,
as the sole member of
Crosby-Stallings, LLC

BLUE TICK PROPERTIES, LLC, a
a Florida limited liability company

By: 
Clyde H. Thompson,
Managing Member


Clyde H. Thompson, individually,
as the sole member of Blue Tick
Properties, LLC

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