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LD6000011248

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MERGER OR SHARE EXCHANGE

KC SAN MARCO, LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

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

Name and Street Address	Jurisdiction	Entity Type/FEIN
KC SAN MARCO, LLC Attn: Kenneth L. Criss 1834 Selva Grande Avenue Atlantic Beach, FL 32233-4526 Florida Document/Registration Number L06000011248	Florida	Limited Liability company FEIN Number: 20-4226242
928 Vale Orchard Lane, LLC One Independent Drive, Suite 1300 Jacksonville, FL 32202-5017 Attn: John T. Sefton Florida Document/Registration Number L06000011212	Florida	Limited Liability company No FEIN Assigned

SECOND: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is:

Name and Street Address	Jurisdiction	Entity Type/FEIN
KC SAN MARCO, LLC Attn: Kenneth L. Criss 1834 Selva Grande Avenue Atlantic Beach, FL 32233-4526 Florida Document/Registration Number L06000011248	Florida	Limited Liability company FEIN Number: 20-4226242

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida as is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger will become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

KC SAN MARCO, LLC

By: Kenneth L. Criss
Kenneth L. Criss
Its manager

928 Vale Orchard Lane, LLC

By: John R. Cathoy
John R. Cathoy, Its manager
Kernan R. Hodges
Kernan R. Hodges, as Trustee of the George
H. Hodges, Jr. Trust under
Agreement dated January 23, 1981
Its sole 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 and is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
KC San Marco, LLC (L06000011248)	Florida
928 Vale Orchard Lane, LLC (L06000011212)	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
KC San Marco, LLC (L06000011248)	Florida

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

The membership interests in 928 Vale Orchard Lane, LLC are extinguished and canceled. In exchange for the cancellation of their membership interests, the members of 928 Vale Orchard Lane, LLC are receiving cash in the amount as set forth in a purchase and sale agreement executed by the member of each entity.

The membership interests in KC San Marco, LLC are unchanged. The organizational documents of KC San Marco, LLC shall continue to govern 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 part, into cash or other property are as follows:

Cash distribution at closing.

B. The manner and basis of converting rights to acquire interest, 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:

The membership interests in the surviving entity are unchanged and shall represent the sole ownership interests in the surviving entity.

FIFTH: The name and address of the manager of the surviving entity is:

Kenneth L. Criss, 1834 Selva Grande Drive, Atlantic Beach, FL 32233-4526.

KC SAN MARCO, LLC

928 Vale Orchard Lane, LLC

By:

Kenneth L. Criss
Kenneth L. Criss
Its manager

By:

John R. Cathoy
John R. Cathoy, Its manager

Kernan R. Hodges
Kernan R. Hodges, as Trustee of the George
H. Hodges, Jr. Trust under
Agreement dated January 23, 1981
Its sole member

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