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Florida Department of State  
Division of Corporations  
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Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.  
Account Number : 072720000266  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

LIBERTY PARTNERS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
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137.50

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**CERTIFICATE OF MERGER**  
**FLORIDA LIBERTY PARTNERS, L.P., A TEXAS LIMITED PARTNERSHIP,**  
**AND**  
**LIBERTY GENPAR, L.L.C., A TEXAS LIMITED LIABILITY COMPANY**  
**INTO**  
**LIBERTY PARTNERS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

206-11743


LIBERTY PARTNERS, LLC, a Florida limited liability company ("LLC"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of FLORIDA LIBERTY PARTNERS, L.P., a Texas limited partnership ("LP"), and LIBERTY GENPAR, L.L.C., a Texas limited liability company ("Genpar"), with and into LLC. LLC 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 LLC in accordance with Section 608.4361, Florida Statutes.
3. The foregoing Plan of Merger was approved by LP and Genpar in accordance with the applicable laws of the State of Texas under which such entities are formed.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

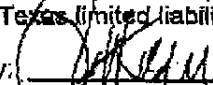
IN WITNESS WHEREOF, this Certificate of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

FLORIDA LIBERTY PARTNERS, L.P.,  
a Texas limited partnership

By: LIBERTY GENPAR, L.L.C.,  
a Texas limited liability company  
Its General Partner

By:   
Robert H. Gidel  
Its President

LIBERTY GENPAR, L.L.C.,  
a Texas limited liability company

By:   
Robert H. Gidel  
Its President


{Signatures continued on next page.}

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LIBERTY PARTNERS, LLC,  
a Florida limited liability company

By:   
Robert H. Gidel  
As its Manager

2006 MAY -2 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

886022

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**EXHIBIT A**

**PLAN OF MERGER  
FLORIDA LIBERTY PARTNERS, L.P., A TEXAS LIMITED PARTNERSHIP,  
AND  
LIBERTY GENPAR, L.L.C., A TEXAS LIMITED LIABILITY COMPANY  
INTO  
LIBERTY PARTNERS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

FLORIDA LIBERTY PARTNERS, L.P., a Texas limited partnership ("LP"), LIBERTY GENPAR, L.L.C., a Texas limited liability company ("Genpar"), and LIBERTY PARTNERS, LLC, a Florida limited liability company (LLC), hereby adopt and approve the following plan as the Plan of Merger required by Sections 607.1108 and 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are FLORIDA LIBERTY PARTNERS, L.P., a Texas limited partnership ("LP"), LIBERTY GENPAR, L.L.C., a Texas limited liability company ("Genpar"), and LIBERTY PARTNERS, LLC, a Florida limited liability company ("LLC"). As a result of the merger, LP and Genpar shall be merged with and into LLC. LLC shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The partnership interests of LP and the membership interests of Genpar will be cancelled. No change shall occur in the membership interests of LLC.
4. LLC is a manager-managed limited liability company, and its Manager is Robert H. Gidel.
5. This plan shall be submitted to the partners of LP. This plan shall be submitted to the Members and Managers of Genpar for approval. This plan shall be submitted to the Members and Manager of LLC for approval. The Articles of Organization for LLC will not differ from its Articles of Organization before the merger, and each member of LLC will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
6. The partners of the LP, the Members and Managers of Genpar, and the Members and Managers of LLC are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
7. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
8. There are no other terms of or conditions to the merger.