

Oct. 25, 2006 4:00 PM
Division of Corporations

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MERGER OR SHARE EXCHANGE

Kendall Town West, LLC

Certificate of Status	0
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Estimated Charge	\$105.00

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CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act:

FIRST: The name and jurisdiction of the surviving entity is:

Name: Kendall Town West, LLC
Jurisdiction: Florida

LOV-55574

SECOND: The name and jurisdiction of the merging entity is:

Name: Kendall Town West II, LLC
Jurisdiction: Florida

LOV97434

THIRD: The Plan of Merger is attached.

FOURTH: The Plan of Merger was approved by each limited liability company in accordance with the provisions of Section 608.4381.

FIFTH: The Merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

KENDALL TOWN WEST II, LLC

By:

Signature

John Evastus, Manager
Printed Name of Individual and Title

KENDALL TOWN WEST, LLC

By:

Signature

John Evastus, Manager
Printed Name of Individual and Title

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PLAN OF MERGER

This Plan of Merger is made and adopted as of the 25th day of October, 2006 by and between Kendall Town West, LLC (sometimes referred to as "KTW") and Kendall Town West II, LLC (sometimes referred to as "KTW II").

WHEREAS, KTW and KTW II own real property in Jacksonville, Florida; and

WHEREAS, Kendall Town Jax Partners, LLC (the "Sole Member") is the sole member of both KTW and KTW II; and

WHEREAS, to facilitate mortgage financing on the property, the Sole Member, KTW and KTW II believe that it is advisable to merge KTW II into KTW; and

WHEREAS, the parties hereby have adopted this Plan of Merger to reflect the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the mutual covenants expressed herein, the parties hereby adopt the following Plan of Merger:

1. The names of the constituent parties to the merger are Kendall Town West, LLC, a Florida limited liability company, and Kendall Town West II, LLC, a Florida limited liability company. The surviving company of the merger will be Kendall Town West, LLC.

2. Under the terms of the merger, the sole membership interest of the Sole Member in Kendall Town West II, LLC shall be extinguished and the Sole Member shall remain as the sole member of Kendall Town West, LLC.

3. The merger shall be effective upon filing of the Certificate of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the date first set forth above.

KENDALL TOWN WEST, LLC

By: 
John Evasius, Manager

KENDALL TOWN WEST II, LLC

By: 
John Evasius, Manager

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Exhibit A

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