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Division of Corporations

L06000059529

Page 1 of 1

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PALM BEACH FLORIDA

MERGER OR SHARE EXCHANGE

PALMETTO EXPRESSWAY BUSINESS PARK II, LLC

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ARTICLES OF MERGER OF
PLBC, LLC, - L06-58970
INTO
PALMETTO EXPRESSWAY BUSINESS PARK II, LLC - L06-59529

Palmetto Expressway Business Park II, LLC, a Florida limited liability company ("Expressway"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of PLBC, LLC, a Florida limited liability company ("PLBC"), with and into Expressway. Expressway 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 Expressway in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by PLBC in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State, which date shall be on or after July 10, 2006.

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

PLBC, LLC,
a Florida limited liability company

By: Palmetto Lakes Business Center, LLC,
a Florida limited liability company
As its Manager

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: 
David M. Howell
As its Manager

By: K & R Ventures, LLLP,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: Robert G. Roskamp
Robert G. Roskamp
As its President

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 TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
PLBC, LLC,
INTO
PALMETTO EXPRESSWAY BUSINESS PARK II, LLC**

Palmetto Expressway Business Park II, LLC, a Florida limited liability company ("Expressway"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of PLBC, LLC, a Florida limited liability company ("PLBC"), with and into Expressway. Expressway 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 Expressway in accordance with Section 608.4361, Florida Statutes.
3. The foregoing Plan of Merger was approved by PLBC in accordance with Section 608.4361, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State, which date shall be on or after July 10, 2006.

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

PLBC, LLC,
a Florida limited liability company

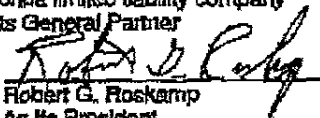
By: Palmetto Lakes Business Center, LLC,
a Florida limited liability company
As its Manager

By: Howell Palmetto Lakes Partners, L.L.C.,
a Florida limited liability company
As its Manager

By: _____
David M. Howell
As its Manager

By: K & R Ventures, L.L.P.,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: 
Robert G. Roskamp
As its President

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FLORIDA
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**PALMETTO EXPRESSWAY BUSINESS PARK II,
LLC, a Florida limited liability company**

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: 
David M. Howell
As its Manager

By: K & R Ventures, LLLP,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: _____
Robert G. Roskamp
As its President

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TALLAHASSEE FLORIDA

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**PALMETTO EXPRESSWAY BUSINESS PARK II,
LLC, a Florida limited liability company**

By: Howell Palmetto Lakes Partners, LLC,
a Florida limited liability company
As its Manager

By: _____
David M. Howell
As its Manager

By: K & R Ventures, LLP,
a Florida limited liability limited partnership
As its Manager

By: K&R Ventures Management, LLC,
a Florida limited liability company
As its General Partner

By: Robert G. Boskamp
Robert G. Boskamp
As its President

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TALLAHASSEE FLORIDA

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EXHIBIT A
PLAN OF MERGER
OF PLBC, LLC,
WITH AND INTO
PALMETTO EXPRESSWAY BUSINESS PARK II, LLC

PLBC, LLC, a Florida manager-managed limited liability company, and Palmetto Expressway Business Park II, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are PLBC, LLC, a Florida manager-managed limited liability company ("PLBC"), and Palmetto Expressway Business Park II, LLC, a Florida manager-managed limited liability company ("Expressway"). As a result of the merger, PLBC shall be merged with and into Expressway. Expressway shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State, which shall be on or after July 10, 2006 (the "Effective Date").
3. As a result of the merger, the membership interest of the member of PLBC shall be cancelled. The member of PLBC shall have no rights to acquire membership interests in Expressway. No change shall occur in the membership interests of Expressway.
4. The name and address of the Manager for PLBC is Palmetto Lakes Business Center, a Florida limited liability company, 12002 Miramar Parkway, Miramar, Florida 33025.
5. The names and addresses of the Managers for Expressway are Howell Palmetto Lakes Partners, LLC, a Florida limited liability company, 12002 Miramar Parkway, Miramar, Florida 33025 and K & R Ventures, LLLP, a Florida limited liability limited partnership, 2040 Whitfield Avenue, Sarasota, Florida 34243.
6. This plan shall be submitted to the Member and Manager of PLBC for approval. This plan shall be submitted to the Members and Managers of Expressway for approval.
7. The Member and Manager of PLBC and the Members and Managers of Expressway are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.

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