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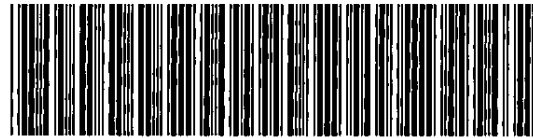
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AKERMAN SENTERFITT,

DANA WISER

Requester's Name

106 East College Avenue, Suite 1200

Address

TALLAHASSEE, FL

224-9634

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mouse Holdings, LLC

(Corporation Name)

(Document #)

2. WKT Holdings, LLC

(Corporation Name)

(Document #)

3. W Cooper Holdings, LLC

(Corporation Name)

(Document #)

4. R & S Adams Holdings, LLC

(Corporation Name)

(Document #)

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Other

AMENDMENTS

☐

Amendment

☐

Resignation of R.A., Officer/Director

☐

Change of Registered Agent

☐

Dissolution/Withdrawal

Merger

OTHER FILINGS

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Annual Report

☐

Fictitious Name

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Limited Partnership

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Reinstatement

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Trademark

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Other

REGISTRATION/QUALIFICATION

Examiner's Initials

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224-9634

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BOOTHCO Savannahs, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Suite 1200
106 East College Avenue
Tallahassee, FL 32301
www.akerman.com
850 224 9634 tel 850 222 0103 fax

August 31, 2006

VIA HAND DELIVERY

Division of Corporations
Department of State
2661 Executive Center Circle West
Tallahassee, FL 32301

FILED
06 SEP - 1 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Certificate of Merger
MOUSE HOLDINGS, LLC, (L06000076319)
WKT HOLDINGS, LLC, (L06000076317)
W COOPER HOLDINGS, LLC, (L06000076315) and
R & S ADAMS HOLDINGS, LLC, (L06000076312) with and into
BOOTHCO SAVANNAHS, LLC (L06000077620)**

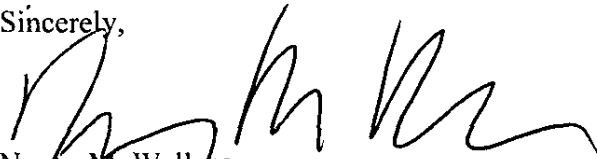
Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Certificate of Merger (Attaching the Agreement and Plan of Merger) for the above referenced merger.

Please file this Certificate, certify one copy, and stamp the other copy "Filed."

I have enclosed a check in the amount of \$155.00 for the filing fee and certification fee. Our messenger will pick up the certified copy after 2:00 p.m. on Tuesday, September 5, 2006.

Sincerely,


Nancy M. Wallace

**CERTIFICATE OF MERGER
OF
MOUSE HOLDINGS, LLC,
a Florida limited liability company,
WKT HOLDINGS, LLC,
a Florida limited liability company,
W COOPER HOLDINGS, LLC,
a Florida limited liability company,
and
R & S ADAMS HOLDINGS, LLC,
a Florida limited liability company**

WITH AND INTO

**BOOTHCO SAVANNAHS, LLC
a Florida limited liability company**

August 31, 2006

Pursuant to the provisions of 608.4382 of the Florida Limited Liability Company Act, Mouse Holdings, LLC, a Florida limited liability company, WKT Holdings, LLC, a Florida limited liability company, W Cooper Holdings, LLC, a Florida limited liability company, R & S Adams Holdings, LLC, an Florida limited liability company, and BOOTHCO Savannahs, LLC, a Florida limited liability company, do hereby adopt the following Certificate of Merger:

1. The names of the entities which are parties to the merger contemplated by this Certificate of Merger (the "Merger") are:

(i) Mouse Holdings, LLC, a Florida limited liability company, WKT Holdings, LLC, a Florida limited liability company, W Cooper Holdings, LLC, a Florida limited liability company, and R & S Adams Holdings, LLC, an Florida limited liability company (the "Merging Companies"); and

(ii) BOOTHCO Savannahs, LLC, a Florida limited liability company (the "Surviving Entity").

2. The Merging Companies are hereby merged with and into the Surviving Entity and the separate existence of the Merging Companies shall cease. The Surviving Entity is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously approved by the managing member and members of the Merging Companies by unanimous written consent dated as of August 31, 2006, in accordance with applicable Florida law.

L06000076319

L06000076317

L06000076315

L06000076312

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TALLAHASSEE, FLORIDA

4. The Agreement and Plan of Merger was unanimously approved by the managing member and the members of the Surviving Entity by unanimous written consent dated as of August 31, 2006, in accordance with applicable Florida law.

5. The Merger shall become effective on September 1, 2006.

The parties have caused this Certificate of Merger to be executed on the date first written above.

MERGING COMPANIES:

MOUSE HOLDINGS, LLC, a Florida limited liability company

By: Mouse Properties Partnership, a Florida general partnership, its Managing Member

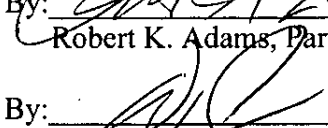
By: 
Robert K. Adams, Partner

By: 
Wayne Cooper, Partner

WKT HOLDINGS, LLC, a Florida limited liability company

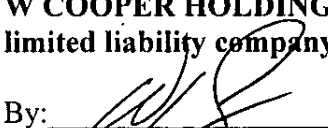
By: WKT Partnership, a Florida general partnership, its Managing Member

By: 
Robert K. Adams, Partner

By: 
Wayne Cooper, Partner

By: 
Terrell Folsom, Partner

W COOPER HOLDINGS, LLC, a Florida limited liability company

By: 
Wayne Cooper, its Managing Member

**R & S ADAMS HOLDINGS, LLC, a Florida
limited liability company**

By: 

Robert K. Adams, its Managing Member

SURVIVING ENTITY:

BOOTHCO SAVANNAHS, LLC

By: BOOTHCO Savannahs Holding Corp., its
Managing Member

By: 

Harley H. Booth, Jr., its President

EXHIBIT “A”
AGREEMENT AND PLAN OF MERGER

See Attached

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 31st day of August, 2006, by and between Mouse Holdings, LLC, a Florida limited liability company, WKT Holdings, LLC, a Florida limited liability company, W Cooper Holdings, LLC, a Florida limited liability company, and R & S Adams Holdings, LLC, an Florida limited liability company (the "**Merging Companies**"), and BOOTHCO Savannahs, LLC, a Florida limited liability company (the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Merging Companies are limited liability companies duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, pursuant to duly authorized action by the manager members and members of the Merging Companies and the managing member and members of the Surviving Entity, the Merging Companies and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Companies and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Companies and the Surviving Entity agree that the Merging Companies shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement, and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** On the Effective Date (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Statutes.

(b) The Merging Companies shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Articles of Organization.** The Articles of Organization of the Surviving Entity shall continue as the Articles of Incorporation of the Surviving Entity.

(b) **Operating Agreement.** The Operating Agreement of the Surviving Entity shall be the Operating Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING UNITS.** At the Effective Time, all of the membership interests of the Merging Companies outstanding immediately prior thereto shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist. The holders of such certificates previously evidencing such percentage interests in the Merging Companies shall cease to have any rights with respect to such membership interests except as otherwise provided herein or by law.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Companies' managing members and members and the Surviving Entity's members and managing member. The managing members of the Merging Companies and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on September 1, 2006 (the "Effective Date").

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Companies and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties with respect to the subject matter hereof and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

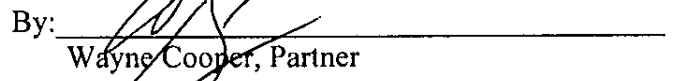
IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the date first above written.

MERGING COMPANIES:

MOUSE HOLDINGS, LLC, a Florida limited liability company

By: Mouse Properties Partnership, a Florida general partnership, its Managing Member

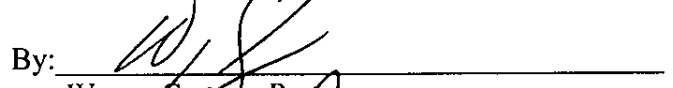
By: 
Robert K. Adams, Partner

By: 
Wayne Cooper, Partner

WKT HOLDINGS, LLC, a Florida limited liability company

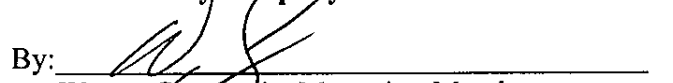
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By: 
Wayne Cooper, Partner

By: 
Terrell Folsom, Partner

W COOPER HOLDINGS, LLC, a Florida limited liability company

By: 
Wayne Cooper, its Managing Member

**R & S ADAMS HOLDINGS, LLC, a Florida
limited liability company**

By: 

Robert K. Adams, its Managing Member

SURVIVING ENTITY:

BOOTHCO SAVANNAHS, LLC

By: BOOTHCO Savannahs Holding Corp., its
Managing Member

By: 

Hurley H. Booth, Jr., its President