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MERGER OR SHARE EXCHANGE

EOLA CAPITAL LLC

Certificate of Status	1
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SECRETARY OF STATE
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CERTIFICATE OF MERGER
of
CAPITAL PARTNERS PROPERTIES, INC.
(a Florida corporation)
with and into
EOLA CAPITAL LLC
(a Florida limited liability company)

To the Secretary of State
State of Florida

Pursuant to the provisions of Sections 607.1108 and 608.4382 of the Florida Statutes, the entities herein named do hereby adopt the following certificate of merger:

1. The Agreement and Plan of Merger, dated on October 13, 2006 (the "Merger Agreement"), by and among CAPITAL PARTNERS PROPERTIES, INC., a Florida corporation ("Capital Partners"), and EOLA CAPITAL LLC, a Florida limited liability company ("Eola Capital"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit "A", provides that Capital Partners shall merge with and into Eola Capital, and that Eola Capital shall be the surviving entity after the Effective Date of the merger (as defined below).

2. The Merger Agreement was approved and adopted by all of the members of Eola Capital by unanimous written consent, in accordance with the applicable provisions of the Florida Limited Liability Company Act, dated as of October 13, 2006.

3. The Merger Agreement was approved and adopted by all of the shareholders of Capital Partners by unanimous written consent, in accordance with the applicable provisions of the Florida Business Corporations Act, dated as of October 13, 2006.

4. The merger herein provided for shall take effect at the effective date and time of the filing of this Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, each of the parties hereto has caused this Certificate of Merger to be executed on its behalf and attested by its officers thereunto duly authorized, all as of the date first above written.

EOLA CAPITAL LLC,
a Florida limited liability company

By: _____
Name: _____
Title: Authorized Representative

CAPITAL PARTNERS PROPERTIES, INC.,
a Florida corporation

By: _____
Name: _____
Title: Senior Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into pursuant to Section 607.1108 of the Florida Business Corporations Act and Section 608.438 of the Florida Limited Liability Company Act , effective as of October 13, 2006, by and between Capital Partners Properties, Inc., a Florida corporation ("Capital Partners"), and Eola Capital LLC, a Florida limited liability company ("Eola Capital"). Capital Partners and Eola Capital hereinafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the parties desire that Capital Partners merge with and into Eola Capital in a manner which conforms to applicable Florida law.

WHEREAS, the directors and shareholders of Capital Partners and the Managers and Members of Eola Capital have, upon the terms and conditions stated herein, duly approved and authorized the Merger (as defined below).

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

- 1. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Capital Partners Properties, Inc., a Florida corporation

PA9000045173

Eola Capital LLC, a Florida limited liability company

LO6000087948

- 2. The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Eola Capital LLC, a Florida limited liability company

- 3. The terms and conditions of the merger are as follows:

At the Effective Time (as defined below), Capital Partners shall merge with and into Eola Capital in accordance with the laws of the State of Florida (the "Merger"). The Merger shall be effective as of the date of the filing of the Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Time").

- 4. The manner and basis for converting the shares of Capital Partners to membership interests in Eola Capital are as follows:

As the shareholders of Capital Partners are identical to the members of Eola Capital, upon the Effective Time, each then outstanding share in Capital Partners shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted to limited liability company interests in Eola

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Capital (the "Interests") on a one-to-one basis, and the Interests shall represent 100% of the issued and outstanding interests.

5. The manner and basis of converting the rights to acquire the interests or shares of each Constituent Party into the rights to acquire the interests of Eola Capital, in whole or in part, into cash or other property is as follows:

No such rights exist or are necessary to effectuate the Merger.

6. Eola Capital is a Manager managed limited liability company. The names and business addresses of the managers of Eola Capital are as follows:

<u>Name:</u>	<u>Address:</u>
James R. Heistand	512 East Washington Street Orlando, Florida 32801
Mari Chalker	One Independent Drive, Suite 1850 Jacksonville, Florida 32202
William G. Evans	One Independent Drive, Suite 1850 Jacksonville, Florida 32202

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7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

[Signature page follows]

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IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first above written.

CAPITAL PARTNERS

CAPITAL PARTNERS PROPERTIES, INC.,
a Florida Corporation

By: _____
Name: Scott M. ...
Title: Senior Vice President

EOLA CAPITAL

EOLA CAPITAL, LLC,
a Florida limited liability company

By: _____
Name: LLC
Title: Authorized Representative

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Signature page to
Agreement and Plan of Merger

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