

MAR. 19. 2007 10:35AM
Division of Corporations

GASSMAN, BATES & ASSOC.

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L07000004376

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

A&E ENTERPRISES OF TAMPA BAY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

\$ 50.00

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NO. 6291 P. 2/7

Audit Fax # H070000709518

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
THREE PROPERTIES, L.L.P.	Florida	Limited Liability Partnership
#GPO700000472		

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A&E ENTERPRISES OF TAMPA BAY, LLC	FLORIDA	Limited Liability Company
#L07000004376		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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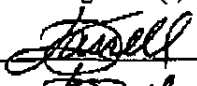

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NO. 6291, 110, 002-479513

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
THREE PROPERTIES, L.L.P.		Luxley F. Farrell
A&E ENTERPRISES OF TAMPA BAY, LLC		Luxley F. Farrell

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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NO. 6291 P. 5/7
709813**PLAN OF MERGER****FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
THREE PROPERTIES, L.L.P.	Florida	Limited Liability Partnership

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A&E ENTERPRISES OF TAMPA BAY, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

The constituent entities hereby agree that the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall be a single entity. The Surviving Entity shall be the entity continuing after the merger, and the separate existence of the Merging Entity shall cease on the effective date of this Agreement.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since the ownership interests of the Merging Entity are currently owned by the same parties and in the same proportion as the ownership interests in the Surviving Entity, no additional ownership interests need be issued by the Surviving Entity to reflect the ownership interest of the parties after the effective date. The certificates representing the ownership interests of the Merging Entity shall be surrendered and cancelled on the effective date. The ownership interests of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding ownership interests in the Surviving Entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Same as above.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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