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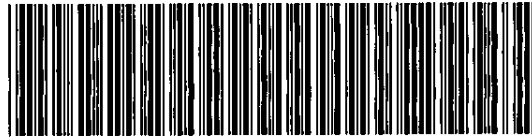
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TALLAHASSEE, FLORIDA

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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Parrish Properties I, LLC

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- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- ☒ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
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ARTICLES FOR MERGER  
FOR  
FLORIDA PROFIT CORPORATION

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and Florida limited liability company in accordance with s. 607.1109 and s. 608.438, 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>
M.M. PARRISH AND ASSOCIATES, INC.	Florida	Florida profit corporation
PARRISH PROPERTIES I, LLC	Florida	Florida limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PARRISH PROPERTIES I, LLC	Florida	Florida limited liability company

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

**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: N/A

**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: N/A

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity: N/A

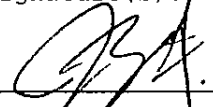
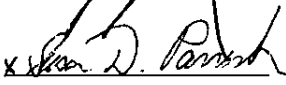
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>M.M. PARRISH AND ASSOCIATES, INC. X</u>		<u>JAMES M. PARRISH, JR.,</u> <u>Its President</u>
<u>PARRISH PROPERTIES I, LLC</u>	 X	<u>SUSAN D. PARRISH,</u> <u>Its Manager</u>

## 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>
<u>M.M. PARRISH AND ASSOCIATES, INC.</u>	<u>Florida</u>	<u>Florida profit corporation</u>
<u>PARRISH PROPERTIES I, LLC</u>	<u>Florida</u>	<u>Florida limited liability company</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>PARRISH PROPERTIES I, LLC</u>	<u>Florida</u>	<u>Florida limited liability company</u>

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

A. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving limited liability company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

B. Changes in Articles of Organization. The Articles of Organization of the surviving limited liability company shall continue to be its Articles of Organization following the effective date of the merger.

C. Changes in Operating Agreement. The Operating Agreement of the surviving limited liability company shall continue to be its Operating Agreement following the effective date of the merger.

D. Manager. The Manager of the surviving limited liability company on the effective date of the merger shall continue as the Manager of the surviving limited liability company until her successor has been elected or appointed and qualified.

E. Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed corporation and surviving limited liability company may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

F. Approval by Stockholders and Members. This plan of merger shall be submitted for the approval of stockholders of the absorbed corporation and for

approval of the members and manager of the surviving limited liability company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 20, 2007, or at such other time as to which the Board of Directors of the absorbed corporation and the members and manager of the surviving limited liability company may agree.

G. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

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

A. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into units of ownership in the surviving limited liability company is as follows:

1. Each share of the common stock of **M.M. Parrish and Associates, Inc.** issued and outstanding on the effective date of the merger shall be converted into one (1) unit of ownership in **Parrish Properties I, LLC**, which units of ownership of the surviving limited liability company shall thereupon be issued to the respective members and shall be outstanding.

2. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company or its duly appointed agent, in such manner as the surviving limited liability company shall legally require. On receipt of such share certificates, the surviving limited liability company shall issue and exchange therefor certificates for units of ownership in the surviving limited liability company, representing the same number of units of ownership to which such holder is entitled as provided above.

3. Holders of certificates of common stock of the absorbed corporation shall not be entitled to distributions payable on units of ownership in the surviving limited liability company until certificates have been issued to such unit owner members of the surviving limited liability company. Thereafter, each such member of the surviving limited liability company shall be entitled to receive any distributions related to his/her units of ownership in the surviving limited liability company issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such member of the certificate for his/her units of ownership in the surviving limited liability company.

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows: N/A

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

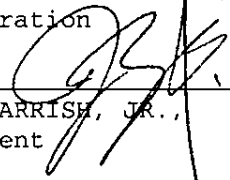
SUSAN D. PARRISH, Manager  
214 W. University Avenue  
Gainesville, FL 32601

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

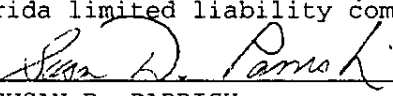
EIGHTH: Other provision, if any, relating to the merger are as follow: N/A

NINTH: This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

M.M. PARRISH AND ASSOCIATES, INC., a  
Florida corporation

By:   
JAMES M. PARRISH, JR.,  
Its President

PARRISH PROPERTIES I, LLC, a  
Florida limited liability company

By:   
SUSAN D. PARRISH,  
Its Manager