

L07000040872

(Requestor's Name)

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TALLAHASSEE, FLORIDA

B. KOHR

MAR 5 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 469879 7448543

AUTHORIZATION :

COST LIMIT : \$105.00

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08 MAR -4 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 3, 2008

ORDER TIME : 4:50 PM

ORDER NO. : 469879-005

CUSTOMER NO: 7448543

ARTICLES OF MERGER

PARKPLAY ASSOCIATES, LLC

INTO

TRAMLAW, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____



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DIVISION OF CORPORATIONS

2008 MAR -5 PM 12: 36

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

March 4, 2008

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: TRAMLAW, LLC
Ref. Number: L07000040872

RESUBMIT

Please give original
submission date as file date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TRAMLAW, LLC and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

According to our records, the name of the second disappearing entity is PARKPLAY-A ASSOCIATES, LLC and not PARKPLAY ASSOCIATES-A, LLC.

The correct name of the entity appears several times in these documents, but the incorrect "PARKPLAY ASSOCIATES-A, LLC" also appears several times.

Please revise.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 108A00013390

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>
Tramlaw, LLC	Florida	LLC
Parkplay Associates, LLC	Florida	LLC L07000087477
Parkplay-A Associates, LLC	Florida	LLC L07000095743

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>
Tramlaw, LLC	Florida	LLC

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

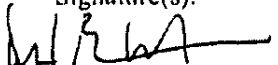
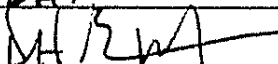
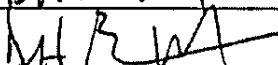
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
Tramlaw, LLC		David H. Baldauf
Parkplay Associates, LLC		David H. Baldauf
Parkplay-A Associates, LLC		David H. Baldauf

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

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>
Tramlaw, LLC	Florida	LLC
Parkplay Associates, LLC	Florida	LLC
Parkplay-A Associates, LLC	Florida	LLC

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>
Tramlaw, LLC	Florida	LLC

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

Effective with the filing of the Plan of Merger, Tramlaw, LLC,
Parkplay Associates, LLC and Parkplay-A Associates, LLC shall
merge and the surviving limited liability company shall be
Tramlaw, LLC.

(Attach additional sheet if necessary)

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:

The members of Parkplay Associates, LLC and Parkplay-A
Associates, LLC shall receive a membership interest in Tramlaw,
LLC, the surviving limited liability company.

(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:

(Attach additional sheet if necessary)

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)