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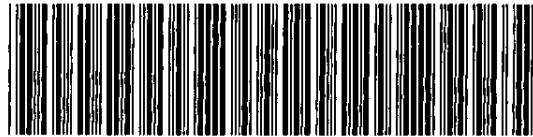
(Business Entity Name)

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TALLAHASSEE, FLORIDA

02 Thomas MAY - 5 2008

# ESTATE PLANNING AND LEGACY LAW CENTER, PLC

*Peace of Mind For You - Through Planning*

**Charles D. Wilder, Esq.**  
*Board Certified in Wills,  
Trusts & Estates*

**Nicholas J. Rubino, Esq.**  
*Board Certified in Wills,  
Trusts & Estates  
Of Counsel*

**Mary Merrell Bailey, Esq.**  
*Attorney at Law*

**David Pilcher, Esq.**  
*Attorney at Law*

**Hallie L. Zobel, Esq.**  
*Attorney at Law*

April 30, 2008

Florida Department of State  
**Attn: Corporate Records Division**  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Re: MRL Property Management, LLC / E. Myers Enterprises, LLC

To Whom It May Concern:

Please be advised that this firm represents Egbert Myers in connection with the above-referenced company.

Enclosed please find a Certificate of Merger and Plan of Merger as well as our check in the amount of \$80.00 representing the filing fees and fee for a certified copy, when filed. Please file the Certificate to be effective upon filing and return a certified copy of it to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to give me or my paralegal, Janet M. Scott, a call. Thank you for your attention to this matter.

Sincerely,

ESTATE PLANNING AND LEGACY LAW CENTER, PLC



David Pilcher

DP/jms

Enclosures

cc: Ivy Ragin, Manager  
B. A. Hattaway, CPA

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**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>
E. Myers Enterprises, LLC	Florida	LLC
MRL Property Management, 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>
MRL Property Management, 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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DECLAR

**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:

N/A

**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:

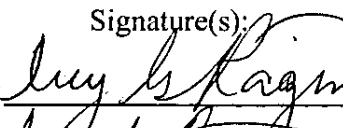
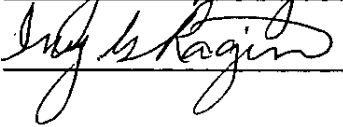
Street address: N/A

Mailing address:

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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:
E. Myers Enterprises, LLC		Ivy Ragin, Mgr.
MRL Property Management, LLC		Ivy Ragin, Mgr.

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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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
E. Myers Enterprises, LLC	Florida	LLC
MRL Property Management, LLC	Florida	LLC

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**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>
MRL Property Management, LLC	Florida	LLC

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

See attached sheet

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*(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:

See attached sheet

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*(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:

See attached sheet

*(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:

See attached sheet

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*(Attach additional sheet if necessary)*

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

See attached sheet

*(Attach additional sheet if necessary)*



Ordinal number references are to sections of the merger document:

### **Certificate of Merger**

#### **FIRST:**

E. Myers Enterprises, LLC                      Florida                      LLC

MRL Property Management, LLC                      Florida                      LLC

#### **SECOND:**

MRL Property Management, LLC                      Florida                      LLC

#### **SIXTH:**

N/A

#### **EIGHTH:**

N/A

#### **NINTH:**

E. Myers Enterprises, LLC                      Ivy Ragin, Mgr.

MRL Property Management, LLC                      Ivy Ragin, Mgr.

### **PLAN OF MERGER**

#### **FIRST:**

E. Myers Enterprises, LLC                      Florida                      LLC

MRL Property Management, LLC                      Florida                      LLC

#### **SECOND:**

MRL Property Management, LLC                      Florida                      LLC

#### **THIRD:**

MRL Property Management, LLC shall assume all of the assets and obligations of E. Myers Enterprises, LLC. At the time of merger, the relative ownership interests of the members of MRL Property Management, LLC are identical to those of the members of E. Myers Enterprises, LLC,

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with the members of each entity being identical to one another and each member owning 250 units. The relative rights of the members of MRL Property Management, LLC, as it will exist after the merger, will be identical to those of the members of each entity before the merger, and the members will each own 500 units of the merged entity.

**FOURTH:**

A.

The manager of E. Myers Enterprises, LLC shall receive the certificates representing the units of interest of the members thereof and shall deliver them to the manager of MRL Property Management, LLC, who shall then deliver to the members units of the merged MRL Property Management, LLC in an equal number to those represented by the certificates of E. Myers Enterprises, LLC.

B.

As the Operating Agreements of E. Myers Enterprises, LLC and MRL Property Management, LLC are virtually identical, the rights to acquire interests in MRL Property Management, LLC as it will exist after the merger shall be as described in the Operating Agreement for MRL Property Management, LLC.

**FIFTH:**

N/A

**SIXTH:**

N/A

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