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DIVISION OF CORPORATION
09 NOV 24 AHID: 49

Law Office of
Lori Ellen Ward, P.L.

~~~~~  
12273 Emerald Coast Parkway, Suite 107  
Miramar Beach, Florida 32550  
(850) 269-1119  
[lori@landandtitlelaw.com](mailto:lori@landandtitlelaw.com)

November 18, 2009

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: RT Business Park, LLC

To Whom It May Concern:

Please find enclosed a certificate of merger, with attached plan of merger, for RT Business Park, LLC, to be filed in the public record database. I also enclose check number 10143 in the amount of \$80.00 to cover the \$50.00 recording fee and the \$30.00 fee for a certified copy of the date-stamped filing.

Please return the certified copy in the enclosed return envelope at your earliest convenience.

Thank you for your professional assistance in this matter. Should you have any questions regarding this filing, please do not hesitate to contact our office.

Sincerely,



Jo Ann Knowles  
Legal Assistant

Enclosures: a/s

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
09 NOV 24 AM 10:49

CERTIFICATE OF MERGER OF  
R. T. BUSINESS PARK, L.L.C.,  
a Georgia limited liability company,  
AND  
RT BUSINESS PARK, LLC,  
a Florida limited liability company

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.438, et seq., Florida Statutes, and the Georgia Limited Liability Company Act, pursuant to Code Section 14-11-901, et seq., Georgia Code:

First: The name and jurisdiction of the Surviving Limited Liability Company:

RT Business Park, LLC, a Florida limited liability company

Second: The name and jurisdiction of the Merging Limited Liability Company:

R. T. Business Park, L.L.C., a Georgia limited liability company

Third: The Plan of Merger is attached. A copy of the Plan of Merger is also on file at the principal place of business of the Surviving Limited Liability Company, to wit:

RT Business Park, LLC  
205 Windsong Court  
Niceville, Florida 32578

Fourth: The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

Fifth: Adoption of Merger by the Surviving Limited Liability Company:

The Plan of Merger was adopted by all the members and managers of the Surviving Limited Liability Company in accordance with Section 608.4381, Florida Statutes, on October 30, 2009.

Sixth: Adoption of Merger by the Merging Limited Liability Company:

The Plan of Merger was adopted by all the members and managers of the Merging Limited Liability Company in accordance with Code Section 14-11-903, Georgia Code, on October 30, 2009.

Seventh: Registered Agent in Georgia:

For purposes of compliance with Code Section 14-11-904(7) of the Georgia Code, the Surviving Limited Liability Company hereby appoints the Georgia Secretary of State as agent for the Surviving Limited Liability Company on whom process in the State of Georgia in any action, suit or proceeding for the enforcement of an obligation of each limited liability company constituent to the merger may be served. The address to which a copy of such process is to be mailed is:

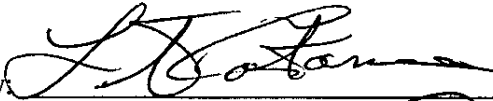
RT Business Park, LLC  
Post Office Box 292  
Niceville, Florida 32588

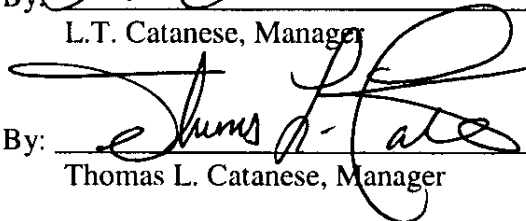
**Surviving Limited Liability Company:**  
RT BUSINESS PARK, LLC,  
a Florida limited liability company

**Merging Limited Liability Company:**  
R. T. BUSINESS PARK, L.L.C.,  
a Georgia limited liability company

By:   
Michael Catanese, Managing Member

By:   
Michael A. Catanese, Manager

By:   
L.T. Catanese, Manager

By:   
Thomas L. Catanese, Manager

PLAN OF MERGER OF  
R. T. BUSINESS PARK, L.L.C.,  
a Georgia limited liability company,  
AND  
RT BUSINESS PARK, LLC,  
a Florida limited liability company

This Plan of Merger dated October 30, 2009, is made and entered into between RT Business Park, LLC, a Florida limited liability company, herein referred to as the "Surviving LLC", and R. T. Business Park, L.L.C., a Georgia limited liability company, herein referred to as the "Merged LLC".

RECITALS:

- A. RT Business Park, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 205 Windsong Court, Niceville, Florida 32578.
- B. The membership of RT Business Park, LLC is held as follows:
- |                                                                                 |     |
|---------------------------------------------------------------------------------|-----|
| Michael and Catherine Catanese, as<br>joint tenants with rights of survivorship | 50% |
| Suwanee Realty Company, a Georgia<br>corporation                                | 50% |
- C. R. T. Business Park, L.L.C. is a limited liability company organized and existing under the laws of the State of Georgia, with its principal office at Post Office Box 292, Niceville, Florida 32588.
- D. The membership of R. T. Business Park, L.L.C. is held as follows:
- |                                                                                 |     |
|---------------------------------------------------------------------------------|-----|
| Michael and Catherine Catanese, as<br>joint tenants with rights of survivorship | 50% |
| Suwanee Realty Company, a Georgia<br>corporation                                | 50% |
- E. The managers and members of the constituent limited liability companies deem it desirable and in the best business interests of the respective limited liability companies that R. T. Business Park, L.L.C. be merged into RT Business Park, LLC, pursuant to the provisions of Sections 608.438, et seq., of the Florida Limited Liability Company Act and Code Section 14-11-901, et seq. of the Georgia Limited Liability Company Act, in order that the transaction qualify as a


“reorganization” within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent limited liability companies agree as follows:

1. Merger. R. T. Business Park, L.L.C. (the “Merged LLC”) shall merge with and into RT Business Park, LLC, which shall be the Surviving LLC. The merger shall become effective (the “Effective Date”) immediately on the date on which a Certificate of Merger, together with any other documents required to be filed to consummate the merger, is filed with and accepted by the Secretary of State of the State of Florida.
2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged LLC shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged LLC, without the necessity for any separate transfer. The Surviving LLC shall then be responsible and liable for all liabilities and obligations of the Merged LLC, and neither the right of creditors nor any liens on the property of the Merged LLC shall be impaired by the merger.
3. Membership Interests. As of the Effective Date, all of the outstanding membership interests in the Merged LLC, and any certificates evidencing the same, shall be canceled, and the membership interests in the Surviving LLC outstanding immediately prior to the merger shall remain issued and outstanding from and after the Effective Date.
4. Limited Liability Company Operating Agreement. The Limited Liability Company Operating Agreement of RT Business Park, LLC, as in effect on the Effective Date (the “Surviving LLC Operating Agreement”) shall be the Limited Liability Company Operating Agreement of the Surviving LLC until thereafter changed or amended as provided therein or by applicable law.
5. Management. The manager(s) of the Surviving LLC on the Effective Date of the merger shall continue as the manager(s) of the Surviving LLC until such time as said manager(s) shall resign or be replaced in accordance with the terms and provisions of the Surviving LLC Operating Agreement.
6. Approval by Members. This Plan of Merger has been approved by 100% of membership interests of the constituent limited liability companies, as evidenced by their execution hereof.


Executed on behalf of the limited liability companies by their respective managers and confirmed by their members on October 30, 2009.

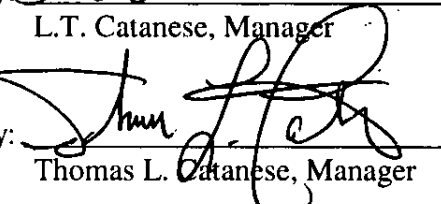
**Surviving Limited Liability  
Company:**  
RT BUSINESS PARK, LLC,  
a Florida limited liability company

By:   
Michael Catanese,  
Managing Member

**Merging Limited Liability Company:**  
R. T. BUSINESS PARK, L.L.C.,  
a Georgia limited liability company


By:   
Michael A. Catanese, Manager

By:   
L.T. Catanese, Manager

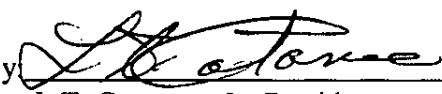
By:   
Thomas L. Catanese, Manager

**Surviving LLC  
Members:**

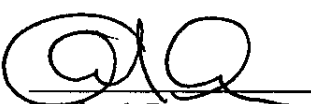
  
Michael Catanese

  
Catherine Catanese

Suwanee Realty Company


By:   
L.T. Catanese, Its President

**Merged LLC  
Members:**

  
Michael Catanese

  
Catherine Catanese

Suwanee Realty Company

By:   
L.T. Catanese, Its President