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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

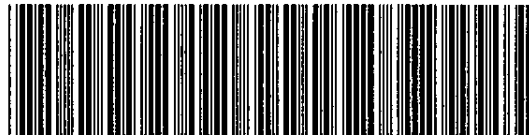
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TALLAHASSEE FLORIDA

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JOSEPH A. TROIANO, ESQ., PA

A PROFESSIONAL ASSOCIATION

12800 UNIVERSITY DRIVE, SUITE 380
FORT MYERS, FL 33907
239.482.3998 DIRECT
239.823.5222 CELL PHONE
239.466.2866 FAX
jat621@comcast.net

December 31, 2008

PRIVATE AND CONFIDENTIAL

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

RE: CAPE WINDS VENTURES, LLC

Dear Sir or Madam:

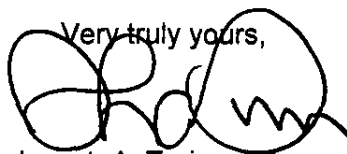
Enclosed for filing please find a Certificate of Merger and Plan of Merger for Cape Winds Ventures, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$130.00 for the required filing fees and certified copy.

Please return the approved Certificate and Certified Copy to this office in the postage paid return envelope that we have provided.

Thank you for your assistance. Should you have any questions or require additional information, please feel free to contact me.

Very truly yours,



Joseph A. Troiano, Esq.
For the Firm

JAT/bsb
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CAPE WINDS VENTURES, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JOSEPH A. TROIANO, ESQ.

(Contact Person)

JOSEPH A. TROIANO, ESQ., P.A.

(Firm/Company)

12800 UNIVERSITY DR., SUITE 380 FORT MYERS, FL 33907

(Address)

FORT MYERS, FL 33907

(City, State and Zip Code)

For further information concerning this matter, please call:

JOSEPH A. TROIANO, ESQ. at (239) 482-3998

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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>
CAPE WINDS MANAGEMENT, LLC	ALASKA	LLC
CAPE WINDS 4740 VENTURES, LLC	FLORIDA	LLC L08-6357
CAPE WINDS 1915 VENTURES, LLC	ALASKA	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>
CAPE WINDS VENTURES, LLC	FLORIDA	LLC L07-15590

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.

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:

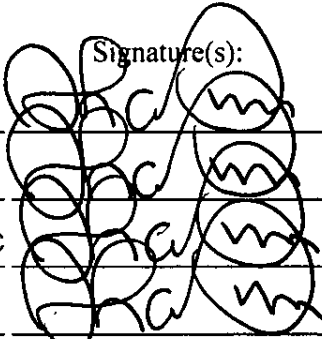
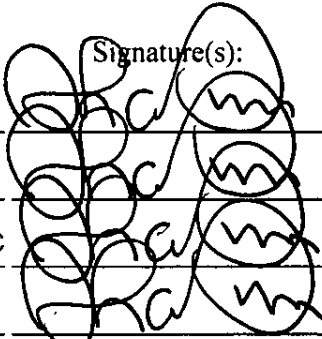
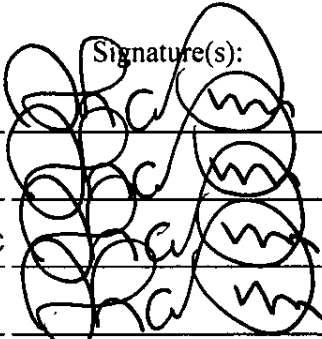
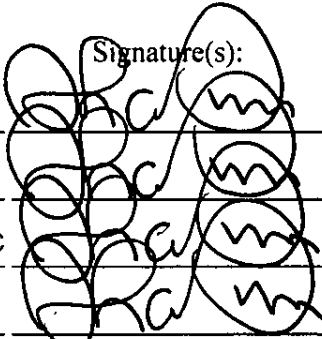
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
CAPE WINDS VENTURES, LLC		JOSEPH A. TROIANO, MGR
CAPE WINDS MANAGEMENT, LLC		JOSEPH A. TROIANO, MGR
CAPE WINDS 4740 VENTURES, LLC		JOSEPH A. TROIANO, MGR
CAPE WINDS 1915 VENTURES, LLC		JOSEPH A. TROIANO, MGR

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>
CAPE WINDS MANAGEMENT, LLC	ALASKA	LLC
CAPE WINDS 4740 VENTURES, LLC	FLORIDA	LLC
CAPE WINDS 1915 VENTURES, LLC	ALASKA	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>
CAPE WINDS VENTURES, LLC	FLORIDA	LLC

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

EFFECTIVE AS OF THE DATE OF THE MERGER, THE MERGING
ENTITIES WILL BE MERGED INTO CAPE WINDS VENTURES, LLC
WITH THE LATER BEING THE SURVIVING ENTITY AND WITH ITS
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT
BEING THE DOCUMENTS APPLICABLE TO THE SURVIVING
ENTITY

(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:

INTERESTS AND MEMBERSHIP UNITS IN THE MERGING
ENTITIES WILL BE CONVERTED ON A ONE TO ONE BASIS
FOR THE INTERESTS AND MEMBERSHIP UNITS 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:

RIGHTS TO ACQUIRE INTERESTS AND MEMBERSHIP UNITS
IN THE MERGING ENTITIES WILL BE CONVERTED ON A ONE
TO ONE BASIS FOR THE RIGHTS TO ACQUIRE INTERESTS
AND MEMBERSHIP UNITS IN THE SURVIVING ENTITY

(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)

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