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Division of Corporations

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From:
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EXAMINER

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MERGER OR SHARE EXCHANGE

HP Mission Trace Properties, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER
BETWEEN
HP MISSION TRACE, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
AND
HP MISSION TRACE PROPERTIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.4382 of the Florida Statutes, HP MISSION TRACE, LLC, a Florida limited liability company (the "Merging Entity"), and HP MISSION TRACE PROPERTIES, LLC, a Florida limited liability company (the "Surviving Entity"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Entity into the Surviving Entity (the "Merger"), which will be the Surviving Entity in the Merger.

Accordingly, the Surviving Entity and Merging Entity adopt and submit the following Articles of Merger for the purpose of effecting the Merger.

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of June 2, 2008, effecting the Merger of the Merging Entity with and into the Surviving Entity is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be at 12:01 a.m., on June 7, 2008.

ARTICLE III

The Plan of Merger was adopted by the Surviving Entity by the written consent of its members as of June 2, 2008. The Plan of Merger was adopted by the Merging Entity by the unanimous written consent of its member as of June 2, 2008.

ARTICLE IV

The address of the principal office of the Surviving Entity is 6675 Corporate Center Parkway, Suite 100, Jacksonville, Florida 32216.

ARTICLE V

The address of the principal office of the Merging Entity is 6675 Corporate Center Parkway, Suite 100, Jacksonville, Florida 32216.

ARTICLE VI

The Merger is permitted under the laws of the State of Florida and is not prohibited by agreement of the Surviving Entity or the Merging Entity.

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
90 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE VII

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document on this 2nd day of June, 2008.

HP MISSION TRACE, LLC
a Florida limited liability company

By: [Signature]

Name: SEYMOUR A. COHN

Title: Managing Director

HP MISSION TRACE PROPERTIES, LLC
a Florida limited liability company

By: [Signature]

Name: SEYMOUR A. COHN

Title: President

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EXHIBIT A

PLAN OF MERGER

[See attached]

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**AGREEMENT AND PLAN OF MERGER
OF
HP MISSION TRACE, LLC
INTO
HP MISSION TRACE PROPERTIES, LLC**

This Agreement and Plan of Merger ("Merger Agreement") is entered into as of the 2nd day of June, 2008 by and between **HP MISSION TRACE, LLC**, a Florida limited liability company ("Mission Trace"), and **HP MISSION TRACE PROPERTIES, LLC**, a Florida limited liability company ("Mission Trace Properties").

RECITALS

WHEREAS, Mission Trace is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, Mission Trace Properties is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the laws of the State of Florida permit a merger of a Florida limited liability company with and into a Florida limited liability company; and

WHEREAS, the manager and members of Mission Trace deem it advisable and in the best interests of Mission Trace and its members, that Mission Trace merge with and into Mission Trace Properties pursuant to the Florida Statutes (the "Merger"); and

WHEREAS, the manager and members of Mission Trace Properties deem it advisable and in the best interests of Mission Trace Properties and its members, that Mission Trace merge with and into Mission Trace Properties pursuant to the Florida Statutes; and

WHEREAS, the manager and members of Mission Trace and the manager and members of Mission Trace Properties, by resolutions duly adopted, have approved of the Merger upon the terms and conditions of this Merger Agreement and directed that Mission Trace merge into Mission Trace Properties upon the terms and conditions and in the manner set forth in this Merger Agreement and in accordance with the Florida Statutes.

In consideration of the premises and the terms and conditions set forth in this Merger Agreement, the parties agree as follows:

AGREEMENT

1. **Merger of Mission Trace and Mission Trace Properties; Effect of Merger.** Pursuant to the laws of the State of Florida, and subject to and in accordance with the terms and conditions of this Merger Agreement, Mission Trace and Mission Trace Properties shall merge. The Merger shall be effective at 12:01 a.m. on June 7, 2008 ("Effective Date"). On the Effective Date, Mission Trace and Mission Trace Properties shall be merged in the manner and with the effect provided by Section 608.4383 of the Florida Statutes. The separate existence of Mission Trace shall cease and Mission Trace Properties shall be the surviving entity (the "Surviving Entity").

2. **Conversion of Mission Trace Membership Interest.** Each issued membership interest of Mission Trace immediately before the Effective Date shall be cancelled and the Capital Account of

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each member of Mission Trace shall be added to the Capital Account of such member in Mission Trace Properties.

3. Formation Documents. On the Effective Date, (a) the articles of organization of Mission Trace Properties shall be the articles of organization of the Surviving Entity, (b) the operating agreement of Mission Trace Properties shall be the operating agreement of the Surviving Entity, and (c) the manager of the Surviving Entity will be Hallmark Partners, Inc. whose address is 6675 Corporate Center Parkway, Suite 100, Jacksonville, Florida 32216.

4. Successors and Assigns. This Merger Agreement shall inure to the benefit of and be binding upon the successors and assigns of each party.

5. Amendment and Waiver. No supplement, modification or amendment of, or waiver with respect to, this Merger Agreement shall be binding unless executed in writing.

6. Headings. The headings in this Merger Agreement are solely for convenience of reference and shall not limit or otherwise affect the meaning of this Merger Agreement.

7. Severability and Conflicts. If one or more of the provisions of this Merger Agreement or any application thereof is declared invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and any application thereof will in no way be affected or impaired.

8. Entire Agreement. This Merger Agreement and the Exhibits hereto supersede all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

9. Counterparts. This Agreement may be executed in counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

[Signature blocks appear on the following page]

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The parties have executed this Merger Agreement as of the date first set forth above.


HP MISSION TRACE, LLC

By: 
Jeffrey A. Conn, Manager

HP MISSION TRACE PROPERTIES, LLC

By: 
Jeffrey A. Conn, Manager

The undersigned, being all of the members and managers of Mission Trace and Mission Trace Properties, hereby approve and adopt the foregoing Agreement and Plan of Merger as of the 2nd day of June, 2008.


Jeffrey A. Conn


W. Alex Coley

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