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FAX NO.

P. 01

LO7000093282

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MERGER OR SHARE EXCHANGE

SOUTHGATE LAND DEVELOPMENT OF VERO BEACH, LLC

Certificate of Status	0
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EXAMINER

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FAX NO.

P. 02

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**ARTICLES OF MERGER****SOUTHGATE LAND DEVELOPMENT OF PORT CHARLOTTE, LLC**  
a Florida limited liability company

WITH AND INTO

**SOUTHGATE LAND DEVELOPMENT OF VERO BEACH, LLC**  
a Florida limited liability companyFILED  
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The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

**FIRST:** The plan of merger is as follows:

1. **Merger.** Southgate Land Development Of Port Charlotte, LLC, a Florida limited liability company, with its address at 3200 North Ocean Boulevard, Apt. 1107, Fort Lauderdale, FL 33308, organized in the jurisdiction of Florida and bearing Document Number L07000093286 ("Port Charlotte LLC") shall be merged (the "Merger") with and into Southgate Land Development Of Vero Beach, LLC, a Florida limited liability company, with its address at 3200 North Ocean Boulevard, Apt. 1107, Fort Lauderdale, FL 33308, organized in the jurisdiction of Florida and bearing Document Number L07000093282 ("Vero Beach LLC"). Port Charlotte LLC and Vero Beach LLC are sometimes hereinafter collectively referred to as the "Constituent Entities." Vero Beach LLC shall be the surviving entity of the Merger (the "Surviving Entity"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Time").

2. **Articles of Organization.** The Articles of Organization of the Surviving Entity, as same shall exist from and after the Effective Time, shall be the Articles of Organization of the Surviving Entity following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization of the Surviving Entity, shall constitute the Articles of Organization of the Surviving Entity separate and apart from these Articles of Merger.

3. **Succession.** At the Effective Time, Vero Beach LLC shall continue its existence under the laws of the State of Florida, and the separate existence and organization of Port Charlotte LLC, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Interests.** At the Effective Time, by virtue of the Plan of Merger and without any further action on the part of the Constituent Entities or their members, the Membership Interests of Port Charlotte LLC shall be changed and converted into 100% of Vero Beach LLC membership interest pursuant to the Merger.

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**SECOND:** The Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger, in accordance with Chapter 608, Florida Statutes.

**THIRD:** The Effective Time of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

Dated this 22 day of February, 2008.

**SOUTHGATE LAND DEVELOPMENT  
OF PORT CHARLOTTE, LLC, a Florida  
limited liability company**

By: A.G. Khamveipue  
Name: A.G. Khamveipue  
Its: Manager

**SOUTHGATE LAND DEVELOPMENT  
OF VERO BEACH, LLC, a Florida  
limited liability company**

By: A.G. Khamveipue  
Name: A.G. Khamveipue  
Its: Manager

2-22-08