

607000094418

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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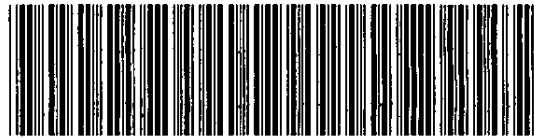
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. CLINE

JUN 27 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Realty Partnership Interests, 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:

William B. Watson, III

(Contact Person)

Watson & Watson, P.A.

(Firm/Company)

4131 NW 28th Lane, Suite 2

(Address)

Gainesville, FL 32606

(City, State and Zip Code)

For further information concerning this matter, please call:

William B. Watson, III at (352) 372-8401

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Esther Mallard

☐ 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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**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>
Realty Partnership Interests, a Florida General Partnership		General Partnership
Realty Partnership Interests, LLC	LO7-94418	Limited Liability Company

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>
Realty Partnership Interests, LLC		Limited Liability Company

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: 2628 SW 87th Way
Gainesville, FL 32608

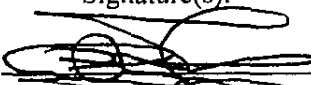

Mailing address: 2628 SW 87th Way
Gainesville, FL 32608

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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:
Realty Partnership Interests, a Florida General Partnership		Roger W. Leslie
Realty Partnership Interests, LLC		Roger W. Leslie

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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$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>
Realty Partnership Interests, a Florida General Partnership		General Partnership
Realty Partnership Interests, LLC		Limited Liability Company

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>
Realty Partnership Interests, LLC		Limited Liability Company

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

Realty Partnership Interests, a Florida
General Partnership sets over, transfers,
conveys and assigns to Realty Partnership
Interests, LLC the entire right, title and interest in
Realty Partnership Interests, a Florida General Partnership
including entire 100% interest in profits, losses,
distributions + capital of the Partnership.

(Attach additional sheet if necessary)

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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:

Assignment of General Partnership Interests
to LLC - see Attached

(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:

Assignment of General Partnership
Interests to LLC - see Attached

(Attach additional sheet if necessary)

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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:

N/A

(Attach additional sheet if necessary)

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Assignment of General Partnership Interests to LLC

ASSIGNMENT

For good and valuable consideration, the undersigned hereby sets over, transfers, conveys, and assigns to REALTY PARTNERSHIP INTERESTS LLC, a Florida limited liability company (the "Company"), the undersigned's entire right, title, and interest in REALTY PARTNERSHIP INTERESTS, a Florida general partnership (the "Partnership"), including the undersigned's entire 100% interest in the profits, losses, distributions, and capital of the Partnership (the "Partnership Interest").

The undersigned warrants that the undersigned has good and merchantable title to the Partnership Interest, free of liens, claims, charges, and encumbrances, and agrees to defend title to the Partnership Interest from and against all persons and entities.

Witness the hand and seal of the undersigned this 17th day of October ~~September~~.

WITNESS:

Rosa C. Cheshire

WITNESS:

William B. Wat

ASSIGNOR

Roger W. Leslie

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TALLAHASSEE, FLORIDA