

Florida Department of State
 Division of Corporations
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To:

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 Account Number : 120020000107
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 TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Highpoint Towers II Acquisition LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$50.75

\$180.00

J. BRYAN

DEC 19 2008

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EXAMINER

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with section 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
Highpoint Towers II Acquisition LLC	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Highpoint Towers II, LLC	Mississippi

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on December 31, 2008.

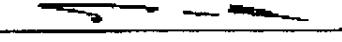
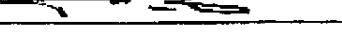
Fifth: Adoption of Plan of Merger by the surviving limited liability company:

The attached plan of merger was approved by each domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

Sixth: Adoption of Plan of Merger by the merging corporation:

The attached plan of merger was approved by each foreign limited liability company that is party to the merger in accordance with the applicable laws of the state under which such foreign limited liability company is organized.

Seventh: SIGNATURES FOR EACH ENTITY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Highpoint Towers II Acquisition LLC		Thomas P. Hunt Senior Vice President
Highpoint Towers II, LLC		Thomas P. Hunt Senior Vice President

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.4382, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
Highpoint Towers II Acquisition LLC	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Highpoint Towers II, LLC	Mississippi

3. SBA Senior Finance II LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company. The surviving limited liability company owns 100% of the membership interest of the merging corporation.
4. On the effective date of the merger, each of the issued and outstanding membership interest of the merging corporation, and all rights in respect thereof, shall be canceled.
5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving limited liability company without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving limited liability company.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving limited liability company.

(C) Effective Date. The merger shall become effective at 11:59 p.m. on December 31, 2008 (the "Effective Date").

(D) Members Approvals. The Members of the surviving limited liability company and the merging corporation have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated December 10, 2008.

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(E) Articles of Organization. The Articles of Organization of the surviving limited liability company shall continue to be the Articles of Organization of said surviving limited liability company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving limited liability company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving limited liability company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving limited liability company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving limited liability company immediately prior to the Effective Date and shall remain the directors and officers of the surviving limited liability company until their successors shall have been duly elected and qualified.

(H) Required Actions. Highpoint Towers II Acquisition LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging corporation has one shareholder, there will not be dissenters' rights in connection with the merger.

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