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MERGER OR SHARE EXCHANGE

Apache Holdings II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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TALLAHASSEE, FLORIDA

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EXAMINER

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**CERTIFICATE OF MERGER
OF
APACHE HOLDINGS II, LLC**

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, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Apache Holdings II - Michigan, LLC	Michigan	Limited Liability Company

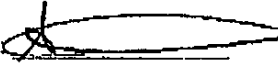
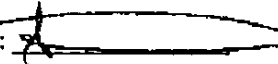
SECOND: The exact name, for/entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Apache Holdings II, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes, and the applicable laws of the state of Michigan.

FOURTH: The effective date of the merger is December 31, 2007.

FIFTH: Signatures for Each Party:

<u>Name</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Apache Holdings II -- Michigan, LLC	By: 	Alan R. Baird, Manager
Apache Holdings II, LLC	By: 	Alan R. Baird, Manager

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The undersigned, being the sole Manager of Apache Holdings II, LLC, a Florida limited liability company (the "Company"), as the surviving party, in accordance with the provisions of Chapter 608.438, Florida Statutes, hereby approves and authorizes the merger of the Company with Apache Holdings II-Michigan, LLC, a Michigan limited liability company, as the merging party (the "Plan of Merger"), as follows:

1. The Company has been formed for the purpose of acquiring, by merger, the merging party for the sole purpose of reorganizing the merging party as a Florida limited liability company (the "Merger"). Upon the effective date of the Merger, the separate existence of the merging party shall cease and the business of the merging party shall continue to be conducted by the surviving party.

2. On the effective date of the Merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the real, personal, and mixed property of the merging part without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

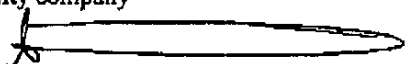
3. The membership interests of the members in the surviving party are identical and, following the merger, will remain so. Accordingly, upon the effective date of the Merger, the members of the surviving party shall continue to be members of the surviving party, in the same percentages as prior to the Merger, without the issuance of any additional membership interests in the surviving party.

4. The Sole Manager of the surviving party is authorized and directed to do or cause to be done all acts, and to execute and deliver all documents, necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of the 26 day of December, 2007.

Surviving Party:

APACHE HOLDINGS II, LLC, a Florida limited liability company

By: 
Alan R. Baird, Manager