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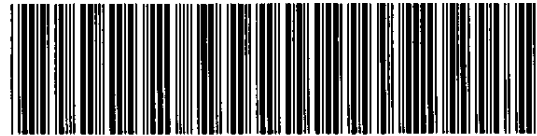
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EXAMINER

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DATE: 12-09-08

NAME: 1320 ASSOCIATES, LLLP INTO 1320 ASSOCIATES, LLC

TYPE OF FILING: MERGER

COST: 77.50 + 30.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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ARTICLES OF MERGER / CERTIFICATE OF MERGER

1320 ASSOCIATES, LLLP
(a Florida limited liability limited partnership)

A926000000266

WITH AND INTO

1320 ASSOCIATES, LLC
(a Florida limited liability company)

FILED
DEC-9 PM 1:15
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 608 and 620, **1320 Associates, LLLP**, a Florida limited liability limited partnership (the "Disappearing Entity") and **1320 Associates, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of December 9, 2008, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective immediately upon the filing of these Articles of Merger (the "Effective Time").

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by all of the members of the Surviving Entity by written consent effective as of December 9, 2008, and approved by all of the general and limited partners of the Disappearing Entity effective as of December 9, 2008. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed effective as of the Effective Time.

SURVIVING ENTITY:

1320 ASSOCIATES, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

DISAPPEARING ENTITY:

1320 ASSOCIATES, LLLP, a Florida limited liability limited partnership
By: BFC Investment Corp., its general partner

By: W.P. Battaglia
W.P. Battaglia, President

A.6(a)(1)

EXHIBIT A

PLAN OF MERGER

[see attached]

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of December 9, 2008, is by and between **1320 Associates, LLLP**, a Florida limited liability limited partnership (the "Disappearing Entity") and **1320 Associates, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the respective partners and members of the Disappearing Entity and the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Chapters 608 and 620, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").
2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").
3. The Articles of Organization of the Surviving Entity as in effect at the Effective Time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.
4. At the Effective Time, membership units of the Surviving Entity will not be issued, cancelled, or converted in connection with the Merger because the partners of the Disappearing Entity are the only members of the Surviving Entity and such partners have the same proportionate ownership in the Surviving Entity as in the Disappearing Entity.
5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

A.6(a)(1)

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the time and day first above written.

SURVIVING ENTITY:

1320 ASSOCIATES, LLC, a Florida limited liability company

DISAPPEARING ENTITY:

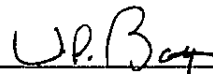
1320 ASSOCIATES, LLLP, a Florida limited liability limited partnership

By: BFC Investment Corp., its general partner

By:


W.P. Battaglia, President

By:


W.P. Battaglia, President