

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 365-4800
Fax Number : (941) 552-5559

MERGER OR SHARE EXCHANGE

SUNKING HOLDINGS, LLC

| | |
|-----------------------|-------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
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85.00

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D. BRUCE

MAY 07 2008

EXAMINER

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CERTIFICATE OF MERGER
OF
HEMBREE-ROSS HOLDINGS, LLC
INTO
SUNKING HOLDINGS, LLC

L08000003919

L080000039135

SUNKING HOLDINGS, LLC, a Florida limited liability company ("Sunking"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of HEMBREE-ROSS HOLDINGS, LLC, a Florida limited liability company ("Hembree"), with and into Sunking. Sunking shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Sunking in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Hembree in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

SUNKING HOLDINGS, LLC,
a Florida limited liability company

By: Joe M. Hembree
Joe M. Hembree
As its Manager

HEMBREE-ROSS HOLDINGS, LLC,
a Florida limited liability company

By: Richard E. Ross
Richard E. Ross
As its Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
PLAN OF MERGER
OF
HEMBREE-ROSS HOLDINGS, LLC
INTO
SUNKING HOLDINGS, LLC

HEMBREE-ROSS HOLDINGS, LLC, a Florida limited liability company, and SUNKING, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are HEMBREE-ROSS HOLDINGS, LLC, a Florida limited liability company ("Hembree"), and SUNKING, LLC, a Florida limited liability company ("Sunking"). As a result of the merger, Hembree shall be merged with and into Sunking. Sunking shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The membership interest of Hembree will be cancelled. No change shall occur in the membership interests of Sunking.
4. This plan shall be submitted to the members and manager of Hembree for approval. This plan shall be submitted to the member and manager of Sunking for approval. The Articles of Organization for Sunking will not differ from its Articles of Organization before the merger, and the member of Sunking will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The members and manager of Hembree, and the member and manager of Sunking are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
6. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
7. There are no other terms of or conditions to the merger.

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T 813.222.6932
F 813.371.1117

May 6, 2008
VIA E-MAIL

Florida Department of State
Division of Corporations
Public Access System
Tallahassee, Florida

Re: CR South, Inc. and Continental Equity Partners, LLC

Ladies and Gentlemen:

CR South, Inc. (Florida document number P98000056388) and Continental Equity Partners, LLC (Florida document number L08000008585) are related entities. CR South, Inc. is filing Articles of Amendment to change its name to CR Florida West, Inc. so that the Articles of Amendment being filed by Continental Equity Partners, LLC to change its name to CR South, LLC will be acceptable.

Please call if you have any questions.

Sincerely,

DLA Piper US LLP


Judith E. Covey, ACP
Advanced Certified Paralegal
judith.covey@dlapiper.com

jc

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