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To:

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Fax Number : (850) 617-6380

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

MERGER OR SHARE EXCHANGE

Neptune Road, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
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**ARTICLES OF MERGER/ CERTIFICATE OF MERGER
OF**

BFC NEPTUNE, LLC *108-226*
(a Florida limited liability company)

WITH AND INTO

NEPTUNE ROAD, LLC *108000048136*
(a Florida limited liability company)

Pursuant to the provisions of Chapter 608, Florida Statutes, **BFC Neptune, LLC**, a Florida limited liability company (the "Disappearing Entity") and **Neptune Road, 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 June 10, 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 as of June 10, 2008.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole member of the Surviving Entity by written consent effective as of June 10, 2008, and approved by the sole member of the Disappearing Entity by written consent effective as of June 10, 2008. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608, 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.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING ENTITY:

NEPTUNE ROAD, LLC, a Florida limited
liability company

DISAPPEARING ENTITY:

BFC NEPTUNE, LLC, a
Florida limited liability company

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

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

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A.12 (p)(1)

EXHIBIT A

PLAN OF MERGER

See attached.

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Facsimile Audit No. 1180001485983 A.12(p)(2)**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Agreement") dated effective as of June 10, 2008, is by and between **BFC Neptune, LLC**, a Florida limited liability company (the "Disappearing Entity") and **Neptune Road, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole member of the Disappearing Entity and the sole member of 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 Sections 608.438 through 608.4383, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. 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. 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.

5. 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.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities, the Units of the Disappearing Entity, all of which are held by the Disappearing Entity's sole member, shall be cancelled and exchanged for 4337 Units of the Company.

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7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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

SURVIVING ENTITY:

NEPTUNE ROAD, LLC, a Florida limited liability company

DISAPPEARING ENTITY:

BFC NEPTUNE, LLC, a Florida limited liability company

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

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

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