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(Business Entity Name)

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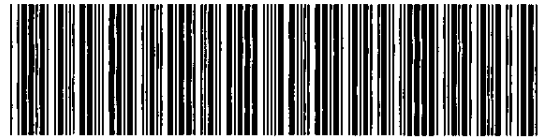
Special Instructions to Filing Officer:

**A. LUNT**

FEB - 6 2009

**EXAMINER**

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01/21/09--01012

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 FEB - 5 PM 3: 55

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01/21/09--01012--020 \*\*85.00

(=)

**STEWART & KEYES, P.L.**

ATTORNEYS AT LAW

2125 First Street, Suite 101  
P.O. Drawer 790  
Fort Myers, FL 33902-0790

Phone (239) 334-7477

FAX (239) 334-7941  
Email: StewartKeyesPL@comcast.net

January 20, 2009

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

2009 FEB -5 PM 3:55  
RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

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*Re: Freeman-Coleman Partnership merger with Fort Myers FCL, LLC*

Dear Sir or Madam:

Enclosed please find the original executed Articles of Merger and the Plan of Merger for Freeman-Coleman Partnership merger with Fort Myers FCL, LLC. Also enclosed is a check in the amount of \$85.00 which includes payment of \$50.00 for a Certificate of Merger, \$30.00 for a Certified Copy of Record, and \$5.00 for a Certificate of Status. Please return the copies to our office. Thank you.

Sincerely,

STEWART & KEYES, P.L.

  
William A. Keyes, Jr.

WAK/ljn

Enclosure

cc: Mark Freeman



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 22, 2009

STEWART & KEYES, P.L.  
P.O. DRAWER 790  
FT. MYERS, FL 33902-0790

SUBJECT: FORT MYERS FCL, LLC  
Ref. Number: L08000054291

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TALLAHASSEE, FLORIDA

We have received your document for FORT MYERS FCL, LLC and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 409A00002410

**STEWART & KEYES, P.L.**

ATTORNEYS AT LAW

2125 First Street, Suite 101  
P.O. Drawer 790  
Fort Myers, FL 33902-0790

Phone (239) 334-7477

FAX (239) 334-7941

Email: StewartKeyesPL@comcast.net

January 30, 2009

Ms. Agnes Lunt  
Regulatory Specialists II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Fort Myers FCL, LLC  
Ref. Number: L08000054291  
Letter Number: 409A00002410

Dear Ms Lunt:

Please find enclosed the following:

1. Partnership Registration Statement for Coleman-Freeman Partnership and Cover Sheet Letter.
2. Check for Filing Fee, Certified Copy and Certificate of Status.
3. Articles of Merger of Freeman-Coleman Partnership with Fort Myers FCL, LLC with Short-Form Agreement And Plan of Merger attached.
4. Your transmittal letter dated January 22, 2009.

You have the \$85.00 fee for the Certificate of Merger. Please send me the certified cop of the Freeman-Coleman Partnership Registration Statement and Certificate of Merger between Fort Myers FCL, LLC and Freeman-Coleman Partnership. Fort Myers FCL, LLC is the surviving limited liability company.

Sincerely,

STEWART & KEYES, P.L.

  
William A. Keyes, Jr.

WAK/djs  
Enclosures

cc: Mark Freeman

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STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF**

**FREEMAN-COLEMAN PARTNERSHIP, a Florida General Partnership,**

**with**

**FORT MYERS FCL, LLC, a Florida Limited Liability Company**

ARTICLES OF MERGER between Freeman-Coleman Partnership, a Florida General Partnership ("Corporation") and Fort Myers FCL, LLC, a Florida corporation ("LLC").

Under F.S. §620-8916 of the Revised Uniform Partnership Act of 1995 and §608.438 of the Florida Limited Liability Company Act, Freeman-Coleman Partnership and Fort Myers FCL, LLC adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated January 16, 2009 ("Plan of Merger"), between Freeman-Coleman Partnership and Fort Myers FCL, LLC was approved and adopted by the general partners of Freeman-Coleman Partnership. on January 16, 2009 and was adopted by the members of Fort Myers FCL, LLC on January 16, 2009.

2. Under the Plan of Merger, all partnership interests of the Freeman-Coleman Partnership will be acquired by means of a merger of the Freeman-Coleman Partnership into Fort Myers FCL, LLC with Fort Myers FCL, LLC the surviving Limited Liability Company ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

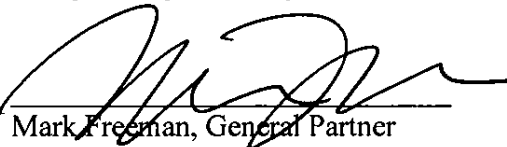
4. Under F.S. §620.8916 and F.S. §608.438 of the Acts, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

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2009 FEB - 5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the parties have set their hands on this 16<sup>th</sup> day of January, 2009

PARTNERSHIP:

FREEMAN-COLEMAN PARTNERSHIP,  
a Florida general partnership


By:   
Mark Freeman, General Partner

By:   
John Charles Coleman, General Partner

By:   
Patsy Lynn Coleman, General Partner

LIMITED LIABILITY COMPANY:

FORT MYERS FCL, LLC  
a Florida Limited Liability Company

By:   
Mark Freeman, as Sole Managing  
Member

Whose mailing address is:  
3350 North Key Drive, #102A  
Fort Myers, FL 33903

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SHORT-FORM AGREEMENT  
AND PLAN OF MERGER OF  
FREEMAN-COLEMAN PARTNERSHIP, A FLORIDA GENERAL PARTNERSHIP  
INTO FORT MYERS FCL, LLC, A FLORIDA LIMITED LIABILITY COMPANY

THIS AGREEMENT AND PLAN OF MERGER, dated January 16, 2009, made by and among FREEMAN-COLEMAN PARTNERSHIP, A FLORIDA GENERAL PARTNERSHIP ("Partnership"), and FORT MYERS FCL, LLC, a Florida Limited Company ("LLC") (collectively the "Parties").

WITNESSETH:

WHEREAS, Partnership desires to merge with and into LLC, with LLC being the surviving entity (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Mark Freeman owns 100% of LLC's outstanding Membership Interest; and

WHEREAS, all of the General Partners of the Partnership have determined that it is advisable that the Partnership be merged into the LLC, on the terms and conditions set forth, in accordance with F.S. §620.8916 of the Revised Uniform Partnership Act of 1995 and F.S. §608.438 of the Florida Limited Liability Company Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, the Partnership shall be merged with and into the LLC. The separate existence of the Partnership shall cease at the Effective Date and the existence of the LLC shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of Limited Liability Companies organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the all of the general partners of the Partnership in accordance with F.S. §620.8916 and all of the managers and members of the LLC.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, the LLC shall possess all the rights, privileges, immunities, and

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TALLAHASSEE, FLORIDA

franchises, of both a public and private nature, of the LLC, and shall be responsible and liable for all liabilities and obligations of the Partnership, all as more particularly set forth in F.S. §620.8919.

### ARTICLE III

#### TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR PARTNERSHIP INTERESTS

The manner and basis of converting the Partnership's partner's interest into membership interests of the LLC shall be as follows:

1. Each share of the Partner's interest in the Partnership outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) membership interest of the LLC (the "Membership Interest").
2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for assigning and surrendering partnership interest for cancellation and to be used for transmitting partnership interest for cancellation shall be delivered to all of the partners of the Partnership.

### ARTICLE IV

#### DISSENTERS' RIGHTS

Partners of the Partnership who would be entitled to vote on the Merger and who wish to dissent, are entitled, if the partner complies with the provisions of the Act regarding the rights of dissenting partners, to be paid the fair value of such partner's interest.

### ARTICLE V

#### ASSIGNMENT

If at any time the LLC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the LLC the title to any property or rights of the Partnership, or to otherwise carry out the provisions of this Plan, the proper general partners of the Partnership as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in the LLC.

### ARTICLE VI

#### EXPENSES

The LLC shall pay all expenses of accomplishing the Merger.

SECRETARY OF STATE  
ALLAH RASHEED, FLORENCE

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ARTICLE VII  
AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the general partners of the Partnership may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII  
TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the general partners of the Partnership, this Plan may be terminated at any time before the Effective Date by resolution of the general partners of the Partnership. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Partnership or the LLC, or their employees, agents, managers, members, or partners.

IN WITNESS WHEREOF, the parties have set their hands on January 16, 2009.

PARTNERSHIP:

FREEMAN-COLEMAN PARTNERSHIP,  
a Florida general partnership

By: 

Mark Freeman, General Partner

By: 

John Charles Coleman, General Partner

By: 

Patsy Lynn Coleman, General Partner

LIMITED LIABILITY COMPANY:

FORT MYERS FCL, LLC  
a Florida Limited Liability Company

By: 

Mark Freeman, as Sole Managing Member

WHOSE MAILING ADDRESS IS:  
3350 North Key Drive, #102A  
Fort Myers, FL 33903

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