

07/23/2008 10:23 FILEMAN LAW FIRM PA

(FAX) 1 941 833 5557

P.001/005

Division of Corporations

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**L08000059361**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE****K & R LAND HOLDINGS, LLC**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with section 608.4382, Florida Statutes.

**ARTICLE I**

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

Charlotte Land Holding, LLC, a Florida limited liability company; into  
K & R Land Holdings, LLC., a Florida limited liability company

L04-38343  
L08-59361

**ARTICLE II**

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

K & R Land Holdings, LLC., a Florida limited liability company

**ARTICLE III**

The Plan of Merger of Charlotte Land Holding, LLC, a Florida limited liability company into K & R Land Holdings, LLC., a Florida limited liability company is attached as Exhibit A

**ARTICLE IV**

The attached plan of merger was approved by each party to the merger in accordance with the applicable provision of Chapters 608, of the Florida Statutes.

**ARTICLE V**

The effective date of the merger between K & R Land Holdings, LLC, a Florida limited liability company, and Charlotte Land Holding, LLC, a Florida limited liability company, shall be the 31<sup>st</sup> of July, 2008.

[continued on next page]

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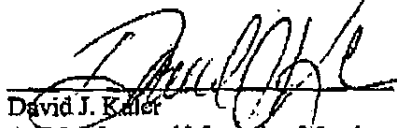
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ARTICLE VI

The signatures for each party are as follows:

Charlotte Land Holding, LLC, a Florida limited liability company

  
David J. Kaler  
As Member and Managing Member

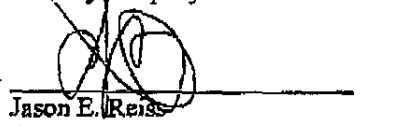
  
Jason E. Reiss  
As Member and Managing Member

DATED this 17 day of July, 2008

DATED this 17 day of July, 2008

K & R Land Holdings, LLC, a Florida limited liability company

  
David J. Kaler  
As Member and Managing Member

  
Jason E. Reiss  
As Member and Managing Member

DATED this 17 day of July, 2008

DATED this 17 day of July, 2008

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### PLAN OF MERGER

*Merger between K & R Land Holdings, LLC, a Florida limited liability company, and Charlotte Land Holdings, LLC, a Florida limited liability company (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with section 608.401 et seq. of the Florida Limited Liability Company Act (the "LLC Act").*

*First: Charlotte Land Holdings, LLC, a Florida limited liability company shall be the merging (disappearing) party (the "Disappearing Entity")*

*Second: K & R Land Holdings, LLC, a Florida limited liability company shall be the surviving party (the "Surviving Entity")*

*Third: Articles of Organization. The Articles of Organization of Surviving Entity, as [previously amended and] in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.*

*Fourth: Distribution to Members of the Constituent Entities. On the Effective Date, for each membership unit of Disappearing Entity that shall be issued and outstanding at that time shall without more be converted into and exchanged for membership units of the Surviving Entity in accordance with this Plan. Each ownership units of Surviving Entity membership units that are issued and outstanding on the Effective Date shall continue as outstanding membership units of Surviving Entity's membership units.*

*Fifth: Manner and Basis of Converting outstanding Rights to Acquire an interest in the Constituent Entities. On the Effective Date, each outstanding right to acquire the membership units of Disappearing Entity shall without more be converted into and be exchanged for an outstanding right to acquire ownership units of the Surviving Entity in accordance with this Plan.*

*Sixth: Satisfaction of Rights of Disappearing Entity's Members. All units of Surviving Entity's ownership into which membership units of Disappearing Entity shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership units.*

*Seventh: Fractional Shares. Fractional membership units of Surviving Entity's membership units will be issued.*

*Eighth: Effect of Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in section 608.4383 of the LLC Act.*

*Ninth: Supplemental Action. If at any time after the Effective Date Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or*

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any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

Tenth. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Entity and Surviving Entity shall cause their respective members and Managing Member(s) to execute the Certificate of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate and shall become an exhibit to such Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. In accordance with section 608.4382(1) of the LLC Act, the Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Certificate of Merger.

Eleventh. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the members of which are, entitled to the benefit thereof by action taken by the members or Managing Member(s) of the Surviving Entity or the members and Managing Member(s) of the Disappearing Entity, or may be amended or modified in whole or in part at any time before the vote of the members of the Surviving Entity or members of the Disappearing Entity by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the LLC Act.

Twelfth. Termination. At any time before the Effective Date (whether before or after filing of Certificate of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the respective governing entities.

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