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Division of Corporations

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Florida Department of State  
Division of Corporations  
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L. SELLERS

## To:

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Fax Number : (850) 617-6380

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## From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.  
Account Number : 072720000266  
Phone : (941) 366-4800  
Fax Number : (941) 552-5559

EXAMINER

## MERGER OR SHARE EXCHANGE

## ARTS AND HUMANITIES INVESTMENTS, LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**CERTIFICATE OF MERGER  
OF  
CENTER - APC ARTS & HUMANITIES, LLC  
INTO  
ARTS AND HUMANITIES INVESTMENTS, LLC**

ARTS AND HUMANITIES INVESTMENTS, LLC, a Florida limited liability company ("Arts"), hereby delivers to the Florida Department of State, for filing, the following Certificate of Merger for the merger of CENTER - APC ARTS & HUMANITIES, LLC, a Florida limited liability company ("Center"), with and into Arts. Arts 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 Center in accordance with Section 808.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Arts in accordance with Section 808.4381, 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.

ARTS AND HUMANITIES INVESTMENTS,  
LLC, a Florida limited liability company

By: \_\_\_\_\_

Jane K. Cristiana  
Arts Manager

By: \_\_\_\_\_

James J. Corbett  
As Its Manager

*[Signatures continue on following page.]*

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CENTER - APC ARTS & HUMANITIES, LLC,  
a Florida limited liability company

By: CENTER - APC, L.L.C. a Florida limited  
liability company  
As its Manager

By:   
Robert G. Roekamp  
As its Manager

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**CENTER - APC ARTS & HUMANITIES, LLC**  
**INTO**  
**ARTS AND HUMANITIES INVESTMENTS, LLC**

**CENTER - APC ARTS & HUMANITIES, LLC**, a Florida limited liability company, and **ARTS AND HUMANITIES INVESTMENTS, LLC**, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.4352, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are **CENTER - APC ARTS & HUMANITIES, LLC**, a Florida limited liability company ("Center"), and **ARTS AND HUMANITIES INVESTMENTS, LLC**, a Florida limited liability company ("Arts"). As a result of the merger, Center shall be merged with and into Arts. Arts 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 interests of Center will be cancelled. No change shall occur in the membership interests of Arts.
4. This plan shall be submitted to the Member and Manager of Center for approval. This plan shall be submitted to the Members and Managers of Arts for approval. The Articles of Organization for Arts will not differ from its Articles of Organization before the merger, and the members of Arts will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The Member and Manager of Center, and the Members and Managers of Arts 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 or conditions to the merger.

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