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Division of Corporations

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LO80001653943076

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MERGER OR SHARE EXCHANGE

KC Locks Road LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$58.75

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CERTIFICATE OF MERGER
OF
KC ACQUISITION 1 LLC
AND
KC LOCKS ROAD LLC

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

First: The name and jurisdiction of the merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>
KC Acquisition 1 LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida ID No. L08000117207	Limited Liability Company

Second: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
KC Locks Road LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida ID No. L08000063076	Limited Liability Company

Third: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

Fourth: The merger shall become effective on the date of filing.

Fifth: Adoption of Plan of Merger by the surviving limited liability company:

The Members and the Manager of KC Locks Road LLC, the surviving limited liability company, adopted the Plan of Merger on June 21, 2011.

Sixth: Adoption of Plan of Merger by the merging limited liability companies:

The Sole Member and the Manager of KC Acquisition 1 LLC, the merging limited liability company, adopted the Plan of Merger on June 21, 2011.

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Seventh: SIGNATURES FOR EACH LIMITED LIABILITY COMPANY

<u>Name of Company</u>	<u>Signature</u>	<u>Typed or Printed Name of Entity, Individual and Title</u>
------------------------	------------------	--

KC Acquisition 1 LLC

By: 
William Johnson,
Manager of Sole Member

KLP HOLDCO LLC,
Sole Member

KC Locks Road LLC

By: 
William Johnson,
Manager of Member

KLP HOLDCO LLC
Member

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.4381, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
KC Locks Road LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L08000063076
		<u>EIN Number</u> 26-2891457

2. The name and jurisdiction of the merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
KC Acquisition 1 LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L08000117207
		<u>EIN Number</u> 26-3930348

3. The terms and conditions of the merger are as follows:

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of KC Acquisition 1 LLC shall be transferred to and vested in KC Locks Road LLC without further act or deed.

(b) Assumption of Obligations. All obligations of KC Acquisition 1 LLC shall become the obligations of KC Locks Road LLC.

4. A. The manner and basis of converting the securities of the merged party into the securities of the survivor, in whole or in part, into cash or other property are as follows:

Securities of KC Acquisition 1 LLC immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. There shall be no changes to the securities of KC Locks Road LLC.

B. The manner and basis of converting rights to acquire securities of each merged party into rights to acquire securities of the surviving entity, in whole or in part, into cash or property are as follows:

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Upon the effective time and date of the merger, all rights in respect of securities of the KC Acquisition 1 LLC shall be canceled. There shall be no change in the rights to acquire securities of KC Locks Road LLC.

5. A limited liability company is the surviving entity and it is to be managed by a Manager. The name and address of the Manager is as follows:

The Kolter Group LLC
701 South Olive Avenue, Suite 104
West Palm Beach, FL 33401

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