

DEC. 5. 2008. 3:18PM

GASSMAN, BATES & ASSOC.

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LD8000093073

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

GOODEN CAPITAL INVESTMENTS, L.L.C.

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12/5/2008

EXAMINER

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DARRELL GOODEN DEVELOPMENT		LD8-93088
COMPANY SUBSIDIARY, L.L.C.	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GOODEN CAPITAL INVESTMENTS, L.L.C.	Florida	Limited Liability Company
		LD8-93073

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

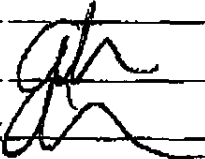
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entry/Organization:	Signature(s):	Typed or Printed Name of Individual:
DARRELL GOODEN DEVELOPMENT		Alan S. Gassman, Auth. Rep.
COMPANY SUBSIDIARY, L.L.C.		Alan S. Gassman, Auth Rep.
GOODEN CAPITAL INVESTMENTS, L.L.C.		

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00
 <u>Certified Copy (optional):</u>	 \$30.00

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DARRELL GOODEN DEVELOPMENT		
COMPANY SUBSIDIARY, L.L.C.	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GOODEN CAPITAL INVESTMENTS, L.L.C.	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Surviving Company shall be a single company. The Surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since all of the Membership Interests of the Merging Company are owned by the same Members and in the same proportions as the Membership Interests of the Surviving Company, no additional certificates need be issued by the Surviving Company to reflect the Membership Interests of the Members after the effective date. The certificates representing the Membership Interests of the Merging Company shall be surrendered and cancelled on the effective date. The Membership Interests of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding Membership Interests of the Surviving Company.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Same as above.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)