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TALLAHASSEE, FLORIDA

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MAR 31 2009

EXAMINER

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March 31, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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TALLAHASSEE, FLORIDA

Re: Order #: 7522740 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

WRW Investments, LLC (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

March 31, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

**ARTICLES OF MERGER OF  
WRW INVESTMENTS, INC. (hereinafter "Merging Entity")  
WITH AND INTO  
WRW INVESTMENTS, LLC (hereinafter "Surviving Entity")**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the Merging Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WRW INVESTMENTS, INC. 14366-B Harbour Landings Drive Fort Myers, Florida 33908	Indiana	Corporation
Indiana Registration Number:		

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WRW INVESTMENTS, LLC 14366-B Harbour Landings Drive Fort Myers, Florida 33908	Florida	Limited Liability Company
Florida Document/ Registration Number:	L09000029915	FEI Number: 26-4548505

**THIRD:** The attached Plan of Merger meets the requirements of section 608.438 of the Florida Statutes, and was approved by the Surviving Entity, a domestic limited liability company that is a party to the Merger in accordance with the provisions of Chapter 608 of the Florida Statutes. The Plan of Merger was adopted by the sole manager and sole member of the Surviving Entity on March 27, 2009.

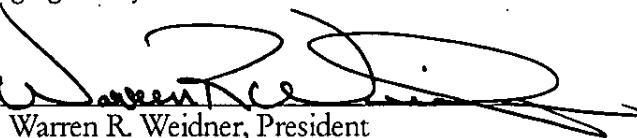
**FOURTH:** The attached Plan of Merger meets the requirements of the Indiana Business Corporation Act, and was approved by the Merging Entity, a foreign corporation that is a party to the Merger in accordance with sections IC 23-1-40-8 of the Indiana Business Corporation Act. The Plan of Merger was adopted by the sole director and sole shareholder of the Merging Entity on March 27, 2009.

**FIFTH:** The Merger is permitted under the laws of Indiana and under the laws of Florida and is not prohibited by the articles of incorporation or the bylaws of the Merging Entity or by the operating agreement and articles of organization of the Surviving Entity.


SIXTH: The Merger shall become effective as of the date of filing of these Articles of Merger.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of Indiana.

WRW INVESTMENTS, INC.,  
an Indiana corporation,  
Merging Entity

By   
Warren R. Weidner, President

WRW INVESTMENTS, LLC  
a Florida limited liability company,  
Surviving Entity

By   
Warren R. Weidner, Manager

**PLAN MERGER OF  
WRW INVESTMENTS, INC.  
WITH AND INTO  
WRW INVESTMENTS, LLC**

THIS PLAN OF MERGER ("Plan") dated March 27, 2009, between WRW INVESTMENTS, LLC, a Florida limited liability company, (the "Surviving Entity"), and WRW INVESTMENTS, INC., an Indiana corporation, (the "Merging Entity"), is submitted in compliance with Florida Statutes §§608.438 - 608.4383 and the provisions of Section IC 23-1-40-8 of the Indiana Business Corporation Act.

WHEREAS, the Articles of Organization of Surviving Entity were filed in the office of the Secretary of State of Florida on March 27, 2009;

WHEREAS, the Articles of Incorporation of Merging Entity were filed in the office of the Secretary of State of Indiana on April 30, 1947;

WHEREAS, the sole member and the sole manager of Surviving Entity and the sole shareholder of Merging Entity have authorized the merger of Merging Entity into Surviving Entity pursuant to the Plan set forth herein, in the manner prescribed by applicable Florida and Indiana law;

NOW THEREFORE, the merger of Merging Entity into Surviving Entity shall be accomplished as follows:

**ARTICLE I  
Merger**

Effective as of the filing date of the Articles of Merger (the "Effective Date"), Merging Entity shall be merged with and into Surviving Entity and the separate existence of Merging Entity shall cease.

**ARTICLE II  
Articles of Organization, Operating Agreement and Name**

The Articles of Organization and Operating Agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger. The name of the Surviving Entity shall be "WRW INVESTMENTS, LLC."

**ARTICLE III  
Manner of Converting Shares**

3.1. Each unit of the Surviving Entity issued and 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 holder, remain outstanding as one unit.

3.2. Any and all shares of Merging Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be deemed cancelled and extinguished and shall cease to exist.

3.3. The transfer books of Merging Entity shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of Merging Corporation shall take place thereafter.

3.4. Any rights (if any) to acquire interests, shares, obligations or other securities of Merging Entity as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

#### ARTICLE IV Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

4.1. The Articles of Organization and the Operating Agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger.

4.2. The manager of Surviving Entity on the Effective Date shall remain as the manager of Surviving Entity after the merger.

4.3. Merging Entity shall pay all expenses incident to this merger.

4.4. Upon the Effective Date, the separate existence of Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merging Entity, without the necessity for any separate transfer. Title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merging Entity shall be vested in Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in Merging Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merging Entity shall be preserved unimpaired.

4.5. Following the merger, Surviving Entity shall cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the manager of Surviving Entity shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida and each County in the State of Indiana in which real property, if any, of Merging Entity is situated.

4.6. If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merging Entity, the proper shareholders, directors, officers and/or agents of Merging Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper

to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

#### **ARTICLE V** **Manager**

The name and the address of the manager of the Surviving Entity are: Warren R. Weidner of 14336-B Harbour Landings Drive, Fort Myers, Florida 33908.

#### **ARTICLE V** **Tax Consequences**

Immediately prior to the Merger, each of the Merging Entity and the Surviving Entity shall have a valid election to be classified as an association, taxable as a corporation, under the Internal Revenue Code of 1986, as amended (the "Code"). Therefore, the intent is that the Merger shall be treated as a tax-free reorganization under Section 368(a)(1)(D) of the Code.

#### **ARTICLE VI** **Approval of Merger**


The parties do hereby acknowledge and confirm as follows:

6.1. In accordance with Indiana Code Sections IC 23-1-29-4 and IC 23-1-34-2, this Plan has been duly adopted and approved by written consent dated March 27, 2009, by the sole shareholder and sole director of Merging Entity, and the undersigned director of Merging Entity has been authorized and directed to execute same.

6.2. In accordance with §608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated March 27, 2009, by the sole manager and the sole member of Surviving Entity, and the undersigned manager of Surviving Entity has been authorized and directed to execute same.

The parties have caused this Plan to be executed by their duly authorized shareholder and member as of the day and year first above-written.

WRW INVESTMENTS, LLC,  
a Florida limited liability company  
"Surviving Entity"



Warren R. Weidner, Sole Manager

WRW INVESTMENTS, INC.  
an Indiana corporation  
"Merging Entity"



Warren R. Weidner, Sole Director