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TALLAHASSEE FLORIDA

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H. William Scovill, P.A.

Attorneys at Law

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Sarasota, Florida 34236-5862*

*H. William Scovill
W. Bartlett Scovill*

*Telephone (941) 365-2252
Telecopier (941) 366-9047*

September 15, 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl 32301

re: Old 301 Properties, LLC

Dear Sir or Madam:

Please find the Certificate of Merger for Florida Limited Liability Company, Cover Letter and Plan of Merger. Please find check # 13553 in the amount of fifty dollars (\$50.00) payable to the Secretary of State to cover the cost for the above transaction.

Thank you so much for your valuable help to us.

Sincerely yours,



Evelyn Scovill
Executive Administrator

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Old 301 Properties, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Harold W. Scovill
Contact Person

H. William Scovill, P.A.
Firm/Company

1605 Main Street, Suite 912
Address

Sarasota, Florida 34236
City, State and Zip Code

bill@scovills.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Harold W. Scovill at (941) 365-2252
Name of Contact Person Area Code and Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE FLORIDA

**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>
Old 301 Partners	Florida	General Partnership

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>
Old 301 Properties, LLC	Florida	Limited Liability Company

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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 TALLAHASSEE FLORIDA

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:

Upon filing in the Office of Secretary 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:

n/a

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 entitles 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: n/a

Mailing address: n/a

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 Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Old 301 Partners		N. Craig McAllister, Partner
Old 301 Partners		Laura Lee McAllister, Partner
Old 301 Properties, LLC		N. Craig McAllister, Manager

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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
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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
OLD 301 PARTNERS	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
OLD 301 PROPERTIES, LLC	Florida

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

All assets of OLD 301 PARTNERS are to be merged into OLD 301 PROPERTIES, LLC.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

N. CRAIG MCALLISTER and LAURA LEE MCALLISTER, as partners shall surrender all assets, all documents and execute all necessary documents to transfer the asset properties of the partnership to OLD 301 PROPERTIES, LLC.

FIFTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

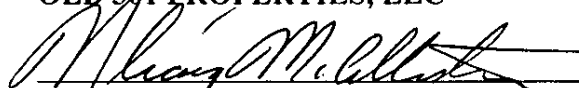
N. CRAIG MCALLISTER
3635 Radnor Place
Sarasota, Florida 34232

The Partners of
OLD 301 PARTNERS


N. CRAIG MCALLISTER, Partner


LAURA LEE MCALLISTER, Partner

**Members and Managers of
OLD 301 PROPERTIES, LLC**


N. CRAIG MCALLISTER, Member and
Manager


LAURA LEE MCALLISTER, Member