

12/21/2008 16:12 FAX

GUNSTER YOKLEY

001/004

Division of Corporations

Page 1 of 1

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000262326 3)))



H090002623263ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
GK Sheffield Glenn GP LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$58.75

2009 DEC 21 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 21 AM 9:36

FILED

Electronic Filing Menu

Corporate Filing Menu

M. THOMAS
Help

DEC 22 2009

<https://efile.sunbiz.org/scripts/efilecovr.exe>

EXAMINER

12/21/2009

H09000262326 3

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies 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>
GK Highland Park GP LLC	FL	LLC

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>
GK Sheffield Glenn GP LLC	FL	LLC


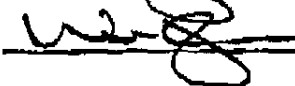
THIRD: The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

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: The effective date of the merger is the date of filing.

SIXTH: The surviving limited liability company is a Florida limited liability company, organized under the laws of the State of Florida.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
GK Highland Park GP LLC		William Johnson, Mgr.
GK Sheffield Glenn GP LLC		William Johnson, Mgr.

2009 DEC 21 AM 9:36
 SECRETARY OF
 ALLAHASSEE, FLORIDA

FILED

H09000262326 3

H09000262326 3

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>
GK Highland Park GP LLC	FL	LLC

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>
GK Sheffield Glenn GP LLC	FL	LLC

THIRD: The terms and conditions of the merger are as follows:
(Attach additional sheet if necessary)

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of GK Highland Park GP LLC shall be transferred to and vested in GK Sheffield Glenn GP LLC without further act or deed.

(b) Assumption of Obligations. All obligations of GK Highland Park GP LLC shall become the obligations of GK Sheffield Glenn GP 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

Securities of GK Highland Park GP LLC immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said security (membership interests) 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 GK Sheffield Glenn GP LLC.

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:

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 21 AM 9:36

FILED

H09000262326 3

H09000262326 3

Upon the effective time and date of the merger, all rights in respect of securities of GK Highland Park GP LLC shall be canceled. There shall be no change in the rights to acquire the securities of GK Sheffield Glenn GP LLC.

FIFTH: Other provisions, if any, relating to the merger are as follows:
(Attach additional sheet if necessary)

A limited liability company is the surviving entity and it is managed by a Board of Managers. The names and addresses of all of the members of the Board of Managers as listed in the Articles of Organization for GK Sheffield Glenn GP LLC are as follows:

Michael Clarke	701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401
Howard Erbsstein	701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401
William Johnson	701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401
Robert Julien	701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401

WPS 1060565.1

FILED
2009 DEC 21 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H09000262326 3