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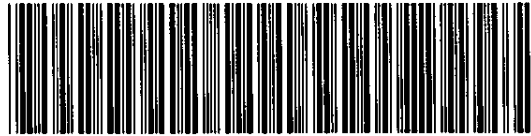
(Business Entity Name)

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B. KOHR

DEC 30 2009

EXAMINER

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Colony of North Carolina, LLC

Signature _____

Requested by: SETH

12/30/09 11:00

Name

Date

Time

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- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
MERGING**

COLONY OF NORTH CAROLINA, LLC
(a North Carolina limited liability company)

INTO

COLONY OF NORTH CAROLINA, LLC
(a Florida limited liability company)

The following Certificate of Merger is submitted to merge the following limited liability companies in accordance with § 608.4382, Florida Statutes:

FIRST: The name of the foreign limited liability company merging into the surviving corporation is COLONY OF NORTH CAROLINA, LLC, a North Carolina limited liability company (the "Merging LLC");

SECOND: The name of the domestic surviving limited liability company is COLONY OF NORTH CAROLINA, LLC, a Florida limited liability company (the "Surviving LLC");

THIRD: The plan of merger attached as Exhibit A (the "Plan of Merger") was approved by the Surviving LLC in accordance with applicable provisions of Chapter 608, Florida (the plan of merger is attached as an exhibit only and not for filing as a separate document);

FOURTH: The Plan of Merger was approved by the Merging LLC in accordance with applicable provisions of Chapter 57C of the North Carolina General Statutes;


FIFTH: The merger is to become effective as of midnight December 31, 2009;

[Separate Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned authorized manager of each of the limited liability companies participating in this merger has signed his name and affirmed that this instrument is the act and deed of the respective limited liability company this 29th day of December, 2009.

MERGING LLC:

COLONY OF NORTH CAROLINA, LLC (a North Carolina limited liability company)

By: 
Todd P. Robinson, Member/Manager

SURVIVING LLC:

COLONY OF NORTH CAROLINA, LLC (a Florida limited liability company)


By: 
Todd P. Robinson, Member/Manager

EXHIBIT A

PLAN OF MERGER

COLONY OF NORTH CAROLINA, LLC, a North Carolina limited liability company **INTO** **COLONY OF NORTH CAROLINA, LLC, a Florida limited liability company**

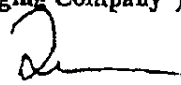
- A. COMPANIES PARTICIPATING IN MERGER.** The following limited liability companies propose to merge:
1. Colony of North Carolina, LLC, a Florida limited liability company ("Surviving Company"); and
 2. Colony of North Carolina, LLC, a North Carolina limited liability company ("Merging Company").
- The Surviving Company and the Merging Company are also referred to collectively below as the "Merging Entities."
- B. NAME AND ADDRESS OF SURVIVING COMPANY.** Following the Effective Time (as defined below) of the merger, the name of the Surviving Company will remain "Colony of North Carolina, LLC, a Florida limited liability company." The street address for said Surviving Company is 2307 Princess Ann Drive, Greensboro, NC 27408.
- C. EFFECT.** The merger of the Merging Company into the Surviving Company will be effected pursuant to the terms and conditions of this Plan. From and after the Effective Time, the existence of the Merging Company shall cease, and the existence of the Surviving Company shall continue.
- D. CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS.** The ownership structures of the Surviving Company and the Merging Company are, and will be as of the Effective Time, identical. Accordingly, the existing ownership structure of the Surviving Company as of the date of approval of this Plan of Merger by the Merging Entities, as set forth in the Operating Agreement of the Surviving Company, shall continue as the ownership structure of the Surviving Company, and the membership interests of the Merging Company shall be extinguished and exchanged for no further consideration other than the maintenance of the existing ownership structure of the Surviving Company as of the date of approval of this Plan of Merger.
- E. AMENDMENTS TO ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Company shall continue in full force and effect, and shall not be amended.
- F. ABANDONMENT.** After the approval of this Plan of Merger by the Members and the Managers of the Merging Company and the Members and the Managers of the Surviving Company, and at any time prior to the Effective Time, either the Managers of the Merging Company or the Managers of the Surviving Company may, in their discretion and unilaterally, abandon this merger.

G. **EFFECTIVE TIME.** This merger shall become effective as of 11:59:59 p.m. on December 29, 2009.


31)

The foregoing Plan of Merger is hereby approved by the Merging Entities as of the 29th day of December, 2009.

**COLONY OF NORTH CAROLINA, LLC, a
North Carolina limited liability company
("Merging Company")**

By: 
Todd P. Robinson, Member/Manager

**COLONY OF NORTH CAROLINA, LLC, a
Florida limited liability company ("Surviving
Company")**

By: 
Todd P. Robinson, Member/Manager