

Division of Corporations

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**L10000022147**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
GRE Properties Jacksonville LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
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CERTIFICATE OF MERGER  
OF  
GRE JACKSONVILLE, INC.  
(a Florida corporation)  
INTO  
GRE PROPERTIES JACKSONVILLE LLC  
(a Florida limited liability company)

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.4382, Florida Statutes.

FIRST: GRE Jacksonville, Inc., a Florida corporation, Document Number P06000135078, is the merging corporation (the "Merging Corp.").

SECOND: GRE Properties Jacksonville LLC, a Florida limited liability company, Document Number L10000022147, is the surviving limited liability company (the "Surviving LLC").

THIRD: The attached Plan of Merger was approved by the Merging Corp. and the Surviving LLC in accordance with Chapter 608, Florida Statutes and Chapter 607, Florida Statutes, respectively.

FOURTH: The merger shall become effective immediately upon the Florida Department of State's filing of this Certificate of Merger; provided that, however, the merger shall be effective as of October 1, 2010, solely for financial accounting and tax accounting purposes.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 29 day of September, 2010.

GRE JACKSONVILLE, INC.

By: Harvey L. Lichtman  
Name: Harvey L. Lichtman  
Title: Treasurer

GRE PROPERTIES JACKSONVILLE LLC

By: Harvey L. Lichtman  
Name: Harvey L. Lichtman  
Title: Manager

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# **PLAN OF MERGER**

FIRST: GRE Jacksonville, Inc., a Florida corporation, is the merging party (the "Merging Corp.").

SECOND: GRE Properties Jacksonville LLC, a Florida limited liability company, is the surviving party (the "Surviving LLC").

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

1. The Articles of Organization of the Surviving LLC, as in effect immediately prior to the merger, shall be the Articles of Organization of the Surviving LLC.

2. The Surviving LLC shall implement a new Operating Agreement to be effective as of the date of the merger.

3. The merger shall be effective as of October 1, 2010, for financial accounting and tax accounting purposes.

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

1. At the effective time of the merger, all member interests of the Surviving LLC shall thereafter constitute all of the outstanding member interests of the Surviving LLC.

2. All of the issued and outstanding shares of capital stock of the Merging Corp. as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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