

L10000031200

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

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Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

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

Email Address: mcramer-scharlatt@gunster.com

PLEASE ENSURE WE RECEIVE OUR ORIGINAL FILE DATE - JANUARY 27, 2012

MERGER OR SHARE EXCHANGE
KLP Destin LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$59.75

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B. BOSTICK

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KLP Destin 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:

H. William Perry, Esq.

Contact Person

GUNSTER, YOAKLEY & STEWART, P.A.

Firm/Company

777 South Flagler Drive, Suite 500 East

Address

West Palm Beach, FL 33401

City, State and Zip Code

mcramer-scharlatt@gunster.com

E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mary E. Cramer-Scharlatt, C.P., FRP at (561) 650-0728

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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**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>
KLP Destin II LLC	Florida	Limited Liability Company
		L10000039607

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>
KLP Destin LLC	Florida	Limited Liability Company
		L10000031200

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

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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:

Not applicable.

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:

Not applicable.

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 entitled 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: Not applicable.

Mailing address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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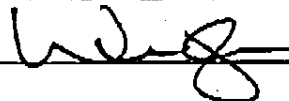

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
KLP Destin LLC		
The Kolter Group LLC, Mgr.		By: William Johnson, Mgr.
KLP Destin II LLC		
The Kolter Group LLC, Mgr.		By: William Johnson, Mgr.

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

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>
KLP Destin II LLC	Florida	Limited Liability Company

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>
KLP Destin LLC	Florida	Limited Liability Company

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

(a) All property, rights, privileges, powers, registrations and other assets of every kind and description of KLP Destin II LLC shall be transferred to and vested in KLP Destin LLC without further act or deed.

(b) All obligations of KLP Destin II LLC shall become the obligations of KLP Destin LLC.

(Attach additional sheet if necessary)

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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:

Securities of KLP Destin II LLC immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said security 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 KLP Destin LLC.

(Attach additional sheet if necessary)

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:

Upon the effective time and date of the merger, all rights in respect of securities of KLP Destin II LLC shall be canceled. There shall be no change in the rights to acquire securities of KLP Destin LLC.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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