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(City/State/Zip/Phone #)

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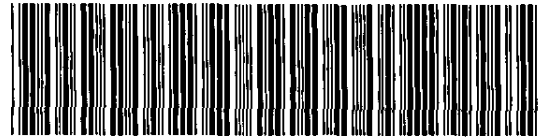
(Business Entity Name)

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Merger
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LLC Merger

1.

MRI Eleventh Street Investors LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MRI Eleventh Street Investors, 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:

Gerald Schilian

Contact Person

Schilian & Watarz, PA

Firm/Company

7301-A W. Palmetto Pk. Rd., Suite 305C

Address

Boca Raton, FL 33433

City, State and Zip Code

gerschil@att.net

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

For further information concerning this matter, please call:

Gerald Schilian

at (561)

994-8830

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
MRI Victoria 8, LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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>
MRI Eleventh Street Investors, LLC	Florida	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, P.S.

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

MRI Victoria 8, LLC

Signature(s):



Typed or Printed

Name of Individual:

Kevin M. Coffey, Mgr.

MRI Eleventh Street Investors, LLC



Kevin M. Coffey, Mgr.

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Limited Partnership:

\$52.50

For each Other Business Entity:

\$25.00

For each Corporation:

\$35.00

For each General Partnership:

\$25.00

Certified Copy (optional):

\$30.00

PLAN OF MERGER

Pursuant to Florida Statutes §605.1021, et seq., the undersigned, being all of the managers of MRI Victoria 8, LLC ("Victoria") and of MRI Eleventh Street Investors, LLC ("Eleventh Street") hereby approve the following Plan of Merger:

1. The name of the merging entity is: MRI Victoria 8, LLC. Victoria is a Florida limited liability company.
2. The name of the surviving entity is: MRI Eleventh Street Investors, LLC. Eleventh Street is a Florida limited liability company.
3. Currently, the undersigned members each own a 50% interest in both Victoria and Eleventh Street. They will continue to each own a 50% interest in the surviving entity. After the merger, all of Victoria's assets and liabilities will be owned by Eleventh Street.
4. No changes will be made to Eleventh Street's Articles of Organization. Eleventh Street's Operating Agreement will be changed to reflect the merger and enlarge the identity of the properties that it may own.
5. The merger shall be effective as of the filing of the Articles of Merger by the Florida Division of Corporations.

Signed and dated this April 24, 2015.

MRI Victoria 8, LLC

BY: 

Kevin M. Coffey, Manager

BY: 

William D. Evans, Manager

MRI Eleventh Street Investors, LLC

BY: 

Kevin M. Coffey, Manager


BY: 

William D. Evans, Manager

Plan of Merger
Page 2

The undersigned, being all of the Members of MRI Victoria 8, LLC approve the foregoing Plan of Merger:

WEDGE Investments, LLC


BY: 
William D. Evans, Jr., Manager

The undersigned, being all of the Members of MRI Eleventh Street, LLC approve the foregoing Plan of Merger:

WEDGE Investments, LLC

BY: 
William D. Evans, Jr., Manager

KMC Commercial Holdings, LLC

BY: 
Kevin M. Coffey, Manager

KMC Commercial Holdings, LLC

BY: 
Kevin M. Coffey, Manager