

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

T. & C. Godby Enterprises, LLC

Certificate of Status	1
Certified Copy	1
Page Count	4-5
Estimated Charge	877.50 95.00

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EXAMINER

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Facsimile Audit No. H100002153643**ARTICLES OF MERGER
OF****T. & C. GODBY ENTERPRISES, INC.**
(a Florida corporation)

P94000008853

WITH AND INTO**T. & C. GODBY ENTERPRISES, LLC**
(a Florida limited liability company)

L10000101958

Pursuant to the provisions of Chapters 607 and 608 of the Florida Statutes, these Articles of Merger provide that:

1. T. & C. Godby Enterprises, Inc., a Florida corporation (the "Corporation") shall be merged with and into T. & C. Godby Enterprises, LLC, a Florida limited liability company (the "LLC"), which shall be the surviving company.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of Stock of the Corporation to Membership Units of the LLC are set forth in the Plan of Merger dated as of September 29, 2010, pursuant to which the Corporation shall be merged with and into the LLC (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").

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4. The Plan of Merger was duly approved and adopted by the sole member and sole manager of the LLC on September 29, 2010 written consent in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

5. The Plan of Merger was duly approved and adopted by the Board of Directors and Shareholders of the Corporation on September 29, 2010 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

6. The Articles of Organization of the LLC as now in force and effect shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Corporation and the LLC by the undersigned as of September 29, 2010.

T. & C. GODBY ENTERPRISES, INC.

By: [Signature]
Name: Timothy A. Godby
Title: President

T. & C. GODBY ENTERPRISES, LLC

By: [Signature]
Name: Timothy A. Godby
Title: President

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EXHIBIT A

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Facsimile Audit No. H100002153643**PLAN OF MERGER****OF****T. & C. GODBY ENTERPRISES, INC.**
(a Florida corporation)**WITH AND INTO****T. & C. GODBY ENTERPRISES, LLC**
(a Florida limited liability company)

This Plan of Merger is dated effective as of September __, 2010 by and between T. & C. Godby Enterprises, Inc., a Florida corporation (the "Corporation"), and T. & C. Godby Enterprises, LLC, a Florida limited liability company (the "LLC").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. Pursuant to the authority of the Florida Business Corporation Act, the Florida Limited Liability Company Act and in accordance with the provisions of this Agreement by and among the LLC and the Corporation, at the Effective Time (as defined below), the Corporation shall be merged with and into the LLC (the "Merger"), the separate and corporate existence of the Corporation shall cease, and the LLC (the "Surviving Company") shall continue its existence pursuant to the laws of Florida under its present name. (The Corporation and the LLC are collectively referred to as the "Constituent Companies.")
2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Time").
3. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Time.
5. The Articles of Organization of the LLC as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Organization of the Surviving Company immediately after the Effective Time.

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6. At the Effective Time, by virtue of the Merger and without any action on the part of the owners, members, officers, or directors of the Constituent Companies, the issued and outstanding shares of stock of the Corporation immediately prior to the Effective Time will be automatically cancelled and the Surviving Company will not issue membership interests/units on the consummation of the Merger contemplated by this agreement.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

T. & C. GODBY ENTERPRISES, INC.

T. & C. GODBY ENTERPRISES, LLC

By: _____

Timm A. Godby, President

By: _____

Timm A. Godby, Manager

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