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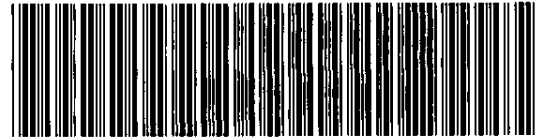
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01/05/12--01026--003 \*\*25.00

12/19/11--01037--006 \*\*150.00

EFFECTIVE DATE 12/19/11

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DIVISION OF CORPORATIONS  
11 DEC 19 PM 1:41

*no check*

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TARA L. MILLER, FRP  
FLORIDA REGISTERED PARALEGAL  
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PERSONAL FAX: 561.516.6320  
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[www.duanemorris.com](http://www.duanemorris.com)

December 14, 2011

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

**Re: Merger of O.C. 26th Street, LLC, a Maryland corporation, and O.C. 40th Street, LLC, a Maryland corporation, into Ocean City Investments, LLC, a Florida limited liability company**

Dear Sir/Madam:

The enclosed Certificate of Merger, Articles of Organization, and fees are submitted to merge O.C. 26<sup>th</sup> Street, Inc., and O.C. 40<sup>th</sup> Street, Inc., each an "Other Business Entity," into Ocean City Investments, LLC, a "Florida Limited Liability Company," in accordance with §608.439, F.S.

Enclosed are checks totally \$175.00 payable to "Florida Department of State" for the filing fees associated with the formation of Ocean City Investments, LLC and the merger of the Maryland entities into same.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address to be used for annual report notifications is [TLMiller@DuaneMorris.com](mailto:TLMiller@DuaneMorris.com).

For further information concerning this matter, please contact attorney, Charles B. Shields, Jr., at 561-962-2100.

Best regards,



Tara L. Miller, FRP  
Florida Registered Paralegal

DuaneMorris

Received and within  
is hereby acknowledged.

By: \_\_\_\_\_  
Date: \_\_\_\_\_

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DUANE MORRIS LLP  
2700 NORTH MILITARY TRAIL, SUITE 300  
BOCA RATON, FL 33431-1808  
PHONE: +1 561 962 2100  
FAX: +1 561 962 2101

## MEMORANDUM

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**DATE:** January 3, 2012  
**TO:** Deborah Bruce  
**FROM:** Tara L. Miller, FRP   
**SUBJECT:** Ocean City Investments, LLC

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Pursuant to our telephone conversation this afternoon, enclosed is a copy of the Plan and Agreement of Merger and a check for \$25 for the merger of O.C. 26<sup>th</sup> Street, LLC and O.C. 40<sup>th</sup> Street, LLC, Maryland limited liability companies, into Ocean City Investments, LLC, the resulting entity.

I appreciate your assistance in locating the specialist who was originally working on this merger transaction.

Please feel free to call with any questions.

**CERTIFICATE OF MERGER**

of

**O.C. 26<sup>TH</sup> STREET, LLC**  
(a Maryland limited liability company)

*MO2-642*

and

**O.C. 40<sup>TH</sup> STREET, LLC**  
(a Maryland limited liability company)

*NR*

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With and Into

**OCEAN CITY INVESTMENTS, LLC**  
(a Florida limited liability company)

*41-142990*

**EFFECTIVE DATE**

It is hereby certified that:

1. The constituent entities participating in the merger herein certified are:
  - a. **O.C. 26<sup>TH</sup> STREET, LLC**, which is a Maryland limited liability company formed under the laws of the State of Maryland.
  - b. **O.C. 40<sup>TH</sup> STREET, LLC**, which is a Maryland limited liability company formed under the laws of the State of Maryland.
  - c. **OCEAN CITY INVESTMENTS, LLC**, which is a Florida limited liability company formed under the laws of the State of Florida.
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with (a) the pertinent provisions of the respective operating agreements of **O.C. 26<sup>TH</sup> STREET, LLC** and **O.C. 40<sup>TH</sup> STREET, LLC**, and Section 4A-701 of the Maryland Code, and (b) the pertinent provisions of the operating agreement of **OCEAN CITY INVESTMENTS, LLC**, and Chapter 608 of the Florida Limited Liability Company Act.
3. The name of the Surviving Entity in the merger herein certified is "**OCEAN CITY INVESTMENTS, LLC**," which will continue its existence as said Surviving Entity under its present name upon the effective date of said merger pursuant to the provisions of the Florida Limited Liability Company Act.
4. The Articles of Organization of **OCEAN CITY INVESTMENTS, LLC** are now in force and effect and shall continue to be the Articles of Organization of said Surviving Entity until amended and changed pursuant to the provisions of the Florida Limited Liability Company Act.

5. **O.C. 26<sup>TH</sup> STREET, LLC** and **O.C. 40<sup>TH</sup> STREET, LLC**, the Terminating Entities in the merger, shall be terminated on the effective date of the merger.

6. The executed Plan and Agreement of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Entity, the address of which is 1947 NE 21st Street, Ft. Lauderdale, Florida 33305; and a copy of said Plan and Agreement of Merger has been furnished by the Surviving Entity to the Members of the Terminating Entities and the Members of the Surviving Entity.

7. The effective date of the merger shall be Dec. 19, 2011.

**SURVIVING ENTITY:**

**OCEAN CITY INVESTMENTS, LLC**, a  
Florida limited liability company

By: **WILLIAM J. ADKINS REVOCABLE  
TRUST U/A/D 9/10/2003**, Member

By:   
**WILLIAM J. ADKINS**, Trustee

By: **CHRISTOPHER L. PLACE  
REVOCABLE TRUST U/A/D 9/10/2003**,  
Member

By:   
**CHRISTOPHER L. PLACE**, Trustee

**TERMINATING ENTITIES:**

**O.C. 26<sup>TH</sup> STREET, LLC**, a Maryland limited  
liability company

By: **WILLIAM J. ADKINS REVOCABLE  
TRUST U/A/D 9/10/2003**, Member

By:   
**WILLIAM J. ADKINS**, Trustee

By: **CHRISTOPHER L. PLACE  
REVOCABLE TRUST U/A/D 9/10/2003**,  
Member

By:   
**CHRISTOPHER L. PLACE**, Trustee

O.C. 40<sup>TH</sup> STREET, LLC, a Maryland limited liability company

By: **WILLIAM J. ADKINS REVOCABLE TRUST U/A/D 9/10/2003, Member**

By:   
**WILLIAM J. ADKINS, Trustee**

By: **CHRISTOPHER L. PLACE REVOCABLE TRUST U/A/D 9/10/2003, Member**

By:   
**CHRISTOPHER L. PLACE, Trustee**

**PLAN AND AGREEMENT OF MERGER**

of

**O.C. 26<sup>TH</sup> STREET, LLC**  
(a Maryland limited liability company)

and

**O.C. 40<sup>TH</sup> STREET, LLC**  
(a Maryland limited liability company)

**With and Into**

**OCEAN CITY INVESTMENTS, LLC**  
(a Florida limited liability company)

SECRETARY OF STATE  
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This **PLAN AND AGREEMENT OF MERGER** is hereby adopted by **O.C. 26<sup>TH</sup> STREET, LLC** and **O.C. 40<sup>TH</sup> STREET, LLC**, each a Maryland limited liability company, by written consent of each company's respective Members effective as of Dec 13, 2011, and by **OCEAN CITY INVESTMENTS, LLC**, a Florida limited liability company, by written consent of its Members effective as of Dec 13, 2011. The names of the entities planning to merge are **O.C. 26<sup>TH</sup> STREET, LLC**, a Maryland limited liability company, **O.C. 40<sup>TH</sup> STREET, LLC**, a Maryland limited liability company, and **OCEAN CITY INVESTMENTS, LLC**, a Florida limited liability company. The name of the Surviving Entity into which **O.C. 26<sup>TH</sup> STREET, LLC** and **O.C. 40<sup>TH</sup> STREET, LLC** plan to merge is "OCEAN CITY INVESTMENTS, LLC."

1. **O.C. 26<sup>TH</sup> STREET, LLC, O.C. 40<sup>TH</sup> STREET, LLC and OCEAN CITY INVESTMENTS, LLC** shall, pursuant to the provisions of the Maryland Code and in the same manner as is provided in the Florida Limited Liability Act, be merged with and into a single limited liability company, **OCEAN CITY INVESTMENTS, LLC**, which shall be the Surviving Entity upon the effective date of the merger, and is sometimes hereinafter referred to as the "Surviving Entity," and which shall continue to exist as said Surviving Entity under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of **O.C. 26<sup>TH</sup> STREET, LLC** and **O.C. 40<sup>TH</sup> STREET, LLC**, which is sometimes hereinafter referred to as the "Terminating Entities," shall cease upon the effective date of the merger in the same manner as is provided in the Maryland Code.

2. The Articles of Organization of **OCEAN CITY INVESTMENTS, LLC** ("Articles"), upon the effective date of the merger in the jurisdiction of its organization, shall continue to be the Articles of the Surviving Entity, and said Articles shall continue in full force and effect until amended or changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The present Operating Agreement of **OCEAN CITY INVESTMENTS, LLC** shall continue to be the Operating Agreement of the Surviving Entity and will continue in full

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force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. The Members of the Surviving Entity upon the effective date of the merger in the jurisdiction of its organization shall continue to be the Members of the Surviving Entity in accordance with the Operating Agreement of **OCEAN CITY INVESTMENTS, LLC**.

5. The participating percentages of the Members of each of the Terminating Entities shall, upon the effective date of the merger and without any action by the Members, be identical to the Members in the Surviving Entity. The Members of the Surviving Entity shall be identical to the Members of each of the Terminating Entities. Therefore, the membership interests of the Members of the Surviving Entity shall not be changed in any manner and shall be identical with the membership interests of the Members of each of the Terminating Entities as of the effective date of the merger.

6. The Surviving Entity shall possess all the rights, privileges, immunities, franchises, and powers of each of the Terminating Entities, and all property, real, personal and mixed, and all debts due to each of the Terminating Entities, as well as all other choses in action, and every interest of or belonging to or due to a Terminating Entity shall be deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any interest therein vested in a Terminating Entity shall not revert or be in any way impaired by such merger.

7. The Surviving Entity shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of each of the Terminating Entities; and any claim existing or action or proceeding pending by or against a Terminating Entity may be prosecuted as if such merger had not taken place, or such Surviving Entity may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Terminating Entities shall be impaired by such merger.

8. This Plan and Agreement of Merger of the Terminating Entities with and into the Surviving Entity has been fully authorized in accordance with the provisions of the Maryland Code and the Florida Limited Liability Company Act, and in accordance with the Operating Agreements of each of the Terminating Entities and the Operating Agreement of the Surviving Entity. The Terminating Entities and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded Certificates of Merger and any document or documents prescribed by the laws of the State of Maryland and the State of Florida, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Members of each of the Terminating Entities and the Members of the Surviving Entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger provided for herein.



**SURVIVING ENTITY:**

**OCEAN CITY INVESTMENTS, LLC, a**  
Florida limited liability company

By: **WILLIAM J. ADKINS REVOCABLE**  
**TRUST U/A/D 9/10/2003, Member**

By:   
**WILLIAM J. ADKINS, Trustee**

By: **CHRISTOPHER L. PLACE**  
**REVOCABLE TRUST U/A/D 9/10/2003,**  
Member

By:   
**CHRISTOPHER L. PLACE, Trustee**

**TERMINATING ENTITIES:**

**O.C. 26<sup>TH</sup> STREET, LLC, a Maryland limited**  
liability company

By: **WILLIAM J. ADKINS REVOCABLE**  
**TRUST U/A/D 9/10/2003, Member**

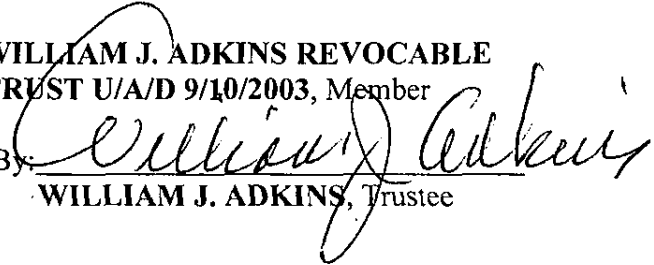
By:   
**WILLIAM J. ADKINS, Trustee**

By: **CHRISTOPHER L. PLACE**  
**REVOCABLE TRUST U/A/D 9/10/2003,**  
Member

By:   
**CHRISTOPHER L. PLACE, Trustee**

**O.C. 40<sup>TH</sup> STREET, LLC, a Maryland limited**  
liability company

By: **WILLIAM J. ADKINS REVOCABLE**  
**TRUST U/A/D 9/10/2003, Member**

By:   
**WILLIAM J. ADKINS, Trustee**

By: **CHRISTOPHER L. PLACE**  
**REVOCABLE TRUST U/A/D 9/10/2003,**  
Member

By:   
**CHRISTOPHER L. PLACE, Trustee**