

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS
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**MERGER OR SHARE EXCHANGE
FRANKLIN REALTY INVESTMENTS, LLC**

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**ARTICLES OF MERGER
OF
FRANKLIN INVESTMENT AND REALTY COMPANY
WITH AND INTO
FRANKLIN REALTY INVESTMENTS, LLC**

FRANKLIN REALTY INVESTMENTS, LLC, a Florida limited liability company ("LLC"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of **FRANKLIN INVESTMENT AND REALTY COMPANY**, a Florida corporation ("Corporation"), with and into LLC. LLC shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
4. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

FRANKLIN REALTY INVESTMENTS, LLC,
a Florida limited liability company

By: 

Virginia A. White
As its Manager

**FRANKLIN INVESTMENT AND REALTY
COMPANY**, a Florida corporation

By: 

Patricia A. Schwenker
As its President

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EXHIBIT A
PLAN OF MERGER
OF
FRANKLIN INVESTMENT AND REALTY COMPANY
WITH AND INTO
FRANKLIN REALTY INVESTMENTS, LLC

FRANKLIN REALTY INVESTMENTS, LLC, a Florida limited liability company ("LLC"), and **FRANKLIN INVESTMENT AND REALTY COMPANY**, a Florida corporation ("Corporation"), hereby adopt and approve the following plan as the Plan of Merger required by Sections 607.1108 and 608.438, Florida Statutes. The terms of the plan are as follows:

1. The business entities planning to merge are LLC and Corporation. As a result of the merger, Corporation will be merged with and into LLC, the separate corporate existence of Corporation will cease and the Corporation will be deemed to have liquidated into the LLC, which is a disregarded entity for federal income tax purposes (the "Merger"). LLC will continue as the surviving business entity and will assume the assets and liabilities of the Corporation.
2. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. As a result of the Merger, all shares of common stock of Corporation issued and outstanding on the Effective Date shall be cancelled.
4. LLC is a manager-managed limited liability company and its manager is Virginia A. White.
5. The Articles of Organization of LLC, as the surviving business entity, will not differ from its Articles of Organization in effect immediately prior to the Effective Date of the Merger. Each member of LLC will hold membership interests shown on an amendment to Exhibit A to the Operating Agreement of LLC. The designations, preferences, limitations, and relative rights in effect immediately after the Effective Date shall be identical to those in effect immediately prior to the Effective Date.
6. This Plan of Merger has been submitted to and approved by the members and manager of LLC effective as of December 12, 2012. This Plan of Merger has been submitted to and approved by the sole shareholder and director of Corporation effective as of December 12, 2012.
7. The members and manager of LLC and the director of Corporation are hereby authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the Merger.

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