

L960000000623

Michael D. Chimento  
Ann-Margret Emerg  
Jerome Rotenberg  
Sidney M. Nowell  
Donald J. Seps

Of-Counsel  
Richard Braunstein

CHIMENTO & EMERY, P.A.  
ATTORNEYS AT LAW

Palm Coast  
401 Old Highway North, Suite  
B  
Palm Coast, FL 32137  
(904)445-8900  
Fax (904)445-6702  
E-mail: pclaw@pcl.net

Flagler Beach  
202 S. Central Avenue, Unit B  
Flagler Beach, FL 32136  
(904) 439-8401  
Fax (904) 439-8403

6/16  
Fee 00676  
00789-00524-00671  
↓  
remove Article Five  
Does not Apply  
May 22, 2000

FF \$90.00  
CC \$30

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200003265562--1  
-05/24/00--01081--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Kent Property Management Co., Inc.  
Kent Development, L.C.

200003265562--1  
-06/20/00--01007--017  
\*\*\*\*\*55.00 \*\*\*\*\*43.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Merger and Plan of Merger, together with our firm's check in the amount of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

Karolyn Sheekey

Karolyn Sheekey  
Secretary

encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 16 PM 2:00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 8, 2000

KAROLYN SHEEKEY  
CHIUMENTO & EMERY, P.A.  
4 OLD KINGS ROAD NORTH, SUITE B  
PALM COAST, FL 32137

SUBJECT: KENT DEVELOPMENT, L.C.  
Ref. Number: L96000000623

We have received your document for KENT DEVELOPMENT, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this merger \$35.00 for the corporation, \$25.00 for the limited liability company and \$30.00 for a certified copy, totaling \$90.00. Please remove the FIFTH article from the PLAN OF MERGER, there is no Limited Partnership involved in the Merger, therefore, there are no General Partners, it does not apply.

There is a balance due of \$55.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 600A00032475

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

KENT PROPERTY MANAGEMENT CO., INC., a Florida Corporation,  
P970000096769

into

**KENT DEVELOPMENT, L.C.**, a Florida entity L96000000623

File date: June 16, 2000

Corporate Specialist: Michelle Hodges

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 16 PM 1:59

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal business office, jurisdiction and entity type for each merging party are as follows:

| <u>Name and Street Address</u>   | <u>Jurisdiction</u> | <u>Entity Type</u>                     |
|--|---------------------|--|
| 1. Kent Property Management Co., Inc.<br>15 Aledo Road<br>St. Augustine, FL 32086<br>Florida Document/Registration Number: P970000096769 | Florida             | Profit Corp.<br>FEI Number: 59-3479892 |

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u>                        |
|---|---------------------|---|
| Kent Development, L.C.<br>Florida Document/Registration Number: L9600000623 | Florida             | Limited Company<br>FEI Number: 59-3511501 |

**THIRD:** The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 16 PM 2:00

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.


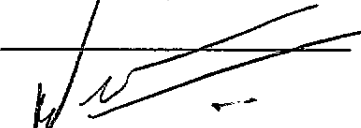
**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effect as of:

The date the Articles of Merger are filed with Florida Department of State

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH:** Signature(s) for Each Party:

| <u>Name of Entity</u>              | <u>Signature(s)</u>   | <u>Typed or Printed Name of Individual</u> |
|------------------------------------|---|--|
| Kent Property Management Co., Inc. |  | Mahesh B. Patel, President                 |
| Kent Development, L.C.             |  | Mahesh B. Patel, General Managing Partner  |

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
|-------------|---------------------|

|                                    |         |
|------------------------------------|---------|
| Kent Property Management Co., Inc. | Florida |
|------------------------------------|---------|

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
|-------------|---------------------|

|                        |         |
|------------------------|---------|
| Kent Development, L.C. | Florida |
|------------------------|---------|

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

The merging party shall transfer all of its assets to the surviving party which will assume all its liabilities.

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

The capital stock of the merging party shall be converted to a limited liability company interest on an equal and pro-rate basis.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

None

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Mahesh B. Patel  
Managing & General Partner

If General Partner is a Non-Individual,  
Florida Document/Registration Number

L9600000623

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Mahesh B. Patel  
20 Village Lane  
Palm Coast, FL 32164

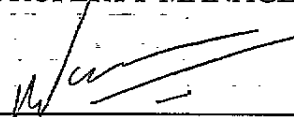
**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

N/A


**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

KENT PROPERTY MANAGEMENT CO.  
INC.

By:   
Mahesh B. Patel, President

KENT DEVELOPMENT, L.C.

By:   
Mahesh B. Patel, President