

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L9900000 25/12

Park Avenue Investments

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File Second

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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5-3-99

RECEIVED
99 APR 30 AM 11:50
DIVISION OF CORPORATIONS

Signature

Requested by R2 Date 4/30/99 Time 9:54

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

C. TAX

FILING

R. AGENT

C. COPY

TITLE

N. BANK

BALANCE DUE

REFUND

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARK AVENUE INVESTMENTS

INTO

ADH PARK AVENUE INVESTMENTS, LLC, a Florida entity, L99000002512

File date: May 3, 1999

Corporate Specialist: Shawn Logan

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 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. PARK AVENUE INVESTMENTS 859 Park Avenue, # 102 Orange Park, FL 32073	Florida	General Partnership

Florida Document/Registration Number: N/A FEI Number: 59-3290233

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

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(Attach additional sheet(s) if necessary)

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>
ADH Park Avenue Investments, LLC 784 Blanding Blvd., # 100 Orange Park, FL 32065	Florida	Limited Liability Co.
Florida Document/Registration Number: <u>L99000002512</u>	FEI Number: <u>Applied For</u>	

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.

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.

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

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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:

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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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>
Park Avenue Investments	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
ADH Park Avenue Investments, LLC	Florida

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

By virtue of a cross entity merger, the merging party, a Florida general partnership consisting of two 50% partners, is hereby merged into the surviving party, a newly formed Florida limited liability company consisting of two 50% members. The surviving party shall succeed to all of the assets, accounts, contracts, property, liabilities, debts and other obligations of the merging party.

(Attach additional sheet(s) if necessary)

FOURTH:

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- 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:

Each of the 50% partners of the merging party have become 50% members in the surviving party. The initial member capital accounts of the members in the surviving party shall equal the respective prior balances of the capital accounts of the partners in the merging company.

As a condition of the cross entity merger, the surviving party hereby assumes all debts, liabilities, obligations and contract of the merging party.

- 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:

Not applicable, as each of the 50% partners of the merging party have become, via the cross entity merger, 50% members in the surviving party.

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(Attach additional sheet(s) if necessary)

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:

If General Partner is a Non-Individual,

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

Florida Document/Registration Number

Not Applicable

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:

Kyle D. Abshire, Manager
784 Blanding Blvd., 100
Orange Park, Florida 32065

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:

Not Applicable

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

Surviving party shall be owner of real property described in Exhibit "A", attached hereto and herein incorporated by reference, upon filing of these Articles of Merger.

(Attach additional sheet(s) if necessary)

EXHIBIT "A"

LEGAL DESCRIPTION

A PARCEL OF LAND CONSISTING OF ALL OF LOT 2, TOGETHER WITH A PORTION OF LOT 3, ZIEGLER'S REPLAT, CLAY COUNTY, FLORIDA, ACCORDING TO PLAT BOOK 4, PAGE 34 OF THE PUBLIC RECORDS OF SAID COUNTY; SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID ZIEGLER'S REPLAT, SAID CORNER ALSO BEING THE INTERSECTION OF THE NORTH LINE OF CAMPBELL AVENUE WITH THE EAST LINE OF U.S. HIGHWAY #17 (STATE ROAD #15); THENCE ON LAST SAID LINE NORTH 02 DEGREES 01 MINUTES 14 SECONDS WEST, 151.35 FEET; THENCE NORTH 87 DEGREES 50 MINUTES 46 SECONDS EAST, 276.96 FEET; THENCE SOUTH 01 DEGREES 39 MINUTES 14 SECONDS EAST, 151.37 FEET; THENCE SOUTH 87 DEGREES 50 MINUTES 46 SECONDS WEST, 275.99 FEET TO THE POINT OF BEGINNING.

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