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NO. 461

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MERGER OR SHARE EXCHANGE

TUSCAWILLA ACQUISITION SUBSIDIARY LLC

Certificate of Status	0
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Page Count	06
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NO. 461 P. 2

STATE OF FLORIDA
CERTIFICATE OF MERGER
OF
TUSCAWILLA ACQUISITION SUBSIDIARY LLC
AND
EF MINUS S. L.L.C.

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
EF Minus S. L.L.C. 1601 Forum Place, Suite 805 West Palm Beach, Florida 33401	Florida	L01000013218

SECOND: The exact name and jurisdiction for the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
Tusawilla Acquisition Subsidiary LLC 1601 Forum Place, Suite 805 West Palm Beach, Florida 33401	Delaware	M05000007148

THIRD: Adoption of Plan of Merger by the merging limited liability company. The attached Plan and Agreement of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by the Board of Managers and the sole member of the merging limited liability company on November 20, 2007 in accordance with Chapter 608 of the Florida Statutes.

FOURTH: Adoption of Plan of Merger by the surviving limited liability company. The attached Plan and Agreement of Merger was approved by the Board of Managers and the sole member of the surviving limited liability company on November 20, 2007 in accordance with section 18-209 of the Delaware Limited Liability Company Act.

FIFTH: The merger shall become effective on November 20, 2007.

SIXTH: The principal office address of the surviving limited liability company under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

In Florida: 1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

In Delaware: c/o Corporate Service Company
Registered Agent
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

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SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under sections 608.4351-608.43595 of the Florida Statutes.

EIGHTH: The surviving limited liability company is qualified to transact business in Florida. Upon the merger, the name of the surviving limited liability company shall be changed from Tusawilla Acquisition Subsidiary LLC to KC Canopy Creek LLC.

NINTH: Signatures for each limited liability company:

<u>Name of Company</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Tusawilla Acquisition Subsidiary LLC		Michael Clarke, Manager
EF Minus S, L.L.C.		Michael Clarke, Manager

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**PLAN AND AGREEMENT OF MERGER
OF
EF MINUS S, L.L.C.
WITH AND INTO
TUSCAWILLA ACQUISITION SUBSIDIARY LLC**

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated November __, 2007, by and between TUSCAWILLA ACQUISITION SUBSIDIARY LLC, a Delaware Limited Liability Company ("Tusawilla"), with its principal place of business at 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401, and EF MINUS S, L.L.C., a Florida limited liability company ("EF Minus"), with its principal place of business at 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.

WITNESS:

WHEREAS, Tusawilla (Delaware Domestic Registration Doc. No. 4080530, Florida Foreign Qualification Doc. No. M01000007148) owns one hundred percent (100%) of the issued and outstanding membership interests in EF Minus (Florida Doc. No. L01000013218); and

WHEREAS, Tusawilla and EF Minus desire to enter into this Agreement for the merger of EF Minus with and into Tusawilla.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. Merger. On and as of the Effective Date, as hereinafter set forth, EF Minus shall be merged with and into Tusawilla in accordance with the laws of Florida and Delaware and this Agreement.
2. Surviving Entity. On and as of the Effective Date, the separate existence of EF Minus shall cease, and Tusawilla shall be the surviving entity (the "Surviving Entity"), which shall continue as a limited liability company under the laws of the State of Delaware and as a foreign limited liability company authorized to transact business in the State of Florida.
3. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:
 - (A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of EF Minus shall be transferred to and vested in Tusawilla without further act or deed.
 - (B) Assumption of Obligations. All obligations of EF Minus shall become obligations of Tusawilla.
 - (C) Certificate of Formation and Operating Agreement. The Certificate of Formation and Operating Agreement of Tusawilla immediately prior to the merger shall survive as the Certificate of Formation and Operating Agreement of the surviving limited liability company.
 - (D) Effective Date. The merger shall become effective on November 20, 2007 (the "Effective Date").
 - (E) Name Change. Upon the merger, the name of the Surviving Entity shall be changed from Tusawilla Acquisition Subsidiary LLC to KC Canopy Creek LLC.

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4. Membership Interests.

- a. Membership interests of EF Minus immediately prior to the Effective Date shall not be converted in any manner, but each said interest which is issued immediately prior to Effective Date shall be surrendered and extinguished. There shall be no changes to the membership interests of Tusawilla.
 - b. Upon the Effective Date, all rights in respect of membership interests of EF Minus shall be canceled. There shall be no change in the rights to acquire membership interests in Tusawilla.
5. **Board of Managers.** The managers of the Surviving Entity shall be the managers of Tusawilla immediately prior to the Effective Date.

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IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

TUSCAWILLA ACQUISITION SUBSIDIARY LLC

By: Michael Clarke
Michael Clarke, Manager

EF MINUS S, L.L.C.

By: Michael Clarke
Michael Clarke, Manager

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