

Maureen Lester
106000002844

Florida Department of State
 Division of Corporations
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EFFECTIVE DATE
5/22/06

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To:

Division of Corporations

Fax Number : (850) ~~265-0380~~

245-6030

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

Fax Number : (850) 558-1575

Heather X.2908

MERGER OR SHARE EXCHANGE

SHHMOB PENSACOLA, LLC

Certificate of Status	0
Certified Copy	2
Page Count	04
Estimated Charge	\$122.50

(Signature)

RECEIVED

06 MAY 25 PM 3:27

DIVISION OF CORPORATION

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

06 MAY 22 AM 10:03

APPROVED
 AND
 FILED

File H060001399533 first
** File this second **
File H060001399593 third

H06000139956 3

EFFECTIVE DATE
5/22/06

**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SHHMOB Pensacola, Ltd.	Florida	Limited Partnership
AK18-2832		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SHHMOB Pensacola, LLC	Delaware	Limited Liability Company
MOB-2844		

THIRD: The date the merger is effective under the governing laws of the surviving party is: May 22, 2006

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address: 3760 Kilroy Airport Way, Suite 300

Long Beach, CA 90806

Mailing address: 3760 Kilroy Airport Way, Suite 300

Long Beach, CA 90806

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

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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SHHMOB Pensacola, Ltd.	HCP Pensacola MOB GP, LLC, its General Partner By: HCP BIRMINGHAM PORTFOLIO, LLC Its: Sole Member	Talya Novo-Hacohen
	By: 	Senior Vice President
SHHMOB Pensacola, LLC	HCP BIRMINGHAM PORTFOLIO, LLC Its: Sole Member	Talya Novo-Hacohen
	By: HCP TRUST Its: Managing Member	Senior Vice President
	By: 	

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

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