



S06013

ACCOUNT NO. : 072100000032

REFERENCE : 206868 7133612

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 2, 2001

ORDER TIME : 2:17 PM

ORDER NO. : 206868-015

CUSTOMER NO: 7133612

CUSTOMER: Mr. Kevin J. Loechl
Bird & Associates
1150 Monarch Plaza
3414 Peachtree Road, Ne
Atlanta, GA 30326

ARTICLES OF MERGER

File Third
SEGARS PROPERTIES, INC.
SEGARS COMPANY, INC.

INTO

SEGARS PROPERTIES, LLC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi EXT. 1132
EXAMINER'S INITIALS:

JB
7-3-01

APPROVED
AND
FILED
01 JUL -2 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -2 PM 3:07
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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-07/03/01--01004--002
*****100.00 *****100.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SEGARS PROPERTIES, INC., A FLORIDA ENTITY S06013

SEGARS COMPANY, INC., A FLORIDA ENTITY, P94000023406

INTO

SEGARS PROPERTIES, LLC. entity not qualified in Florida

File date: July 2, 2001

Corporate Specialist: Trevor Brumbley

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01 JUL -2 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Segars Properties, Inc. 1137 SW 7th Avenue Ocala, FL 34474 USA	Florida	Profit Corporation

Florida Document/Registration Number: S06013 FEI Number: 593037056

2. Segars Company, Inc. 1137 SW 7th Avenue Ocala, FL 34474 USA	Florida	Profit Corporation
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Florida Document/Registration Number: P94000023406 FEI Number: 593239422

3. Segars Properties, LLC 459 North Dean Road Auburn, AL 36830 USA	Alabama	Limited Liability Company
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Florida Document/Registration Number: N/A FEI Number: 593037056

4. _____ _____ _____	_____	_____
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Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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>
<u>Segars Properties, LLC</u>	<u>Alabama</u>	<u>Limited Liability</u>
<u>459 North Dean Road</u>		<u>Company</u>
<u>Auburn, AL 36830 USA</u>		

Florida Document/Registration Number: N/A FEI Number: 593037056

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.

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NINTH: The merger shall become effective as of:

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

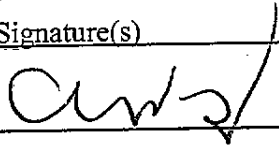
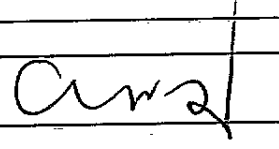
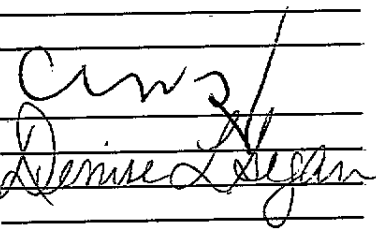
OR

(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.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Segars Properties, Inc.</u>		<u>E. Robert Segars</u> <u>President</u>
<u>Segars Company, Inc.</u>		<u>E. Robert Segars</u> <u>President</u>
<u>Segars Properties, LLC</u>		<u>E. Robert Segars, Member</u> <u>and Manager</u> <u>Denise L. Segars, Member</u> <u>and Manager</u>

(Attach additional sheet(s) if necessary)

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger (the "Plan of Merger"), which was adopted and approved by each party to the merger in accordance with section 607.1103, is being submitted in accordance with section 607.1108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Segars Properties, Inc.	Florida
Segars Company, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Segars Properties, LLC	Alabama

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TALLAHASSEE, FLORIDA

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

Upon the filing of this Plan of Merger and Articles of Merger with the Florida Department of State, and the filing of Articles of Merger with the Alabama Secretary of State (the time of such filings being the "Effective Time"), the merging parties listed above (the "Merging Parties") shall merge with and into Segars Properties, LLC, the surviving party (the "Surviving Party") listed above, and the separate corporate existence of the Merging Parties shall cease and Segars Properties, LLC shall continue as the surviving limited liability company. The effect of the merger shall be as provided in the Plan of Merger, the Articles of Merger, and the applicable provisions of the Florida Statutes and the Alabama Limited Liability Company Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Merging Parties and Segars Properties, LLC shall vest in the Surviving Party, and all debts, liabilities and duties of the Merging Parties and Segars Properties, LLC shall become the debts, liabilities and duties of the Surviving Party.

(a) Articles of Organization. At the Effective Time, the Articles of Organization of Segars Properties, LLC, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Party until thereafter amended in accordance with the Alabama Limited Liability Company Act and such Articles of Organization.

(b) Operating Agreement. At the Effective Time, the Operating Agreement of Segars Properties, LLC, if any, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Party until thereafter amended in accordance with the

Alabama Limited Liability Company Act, the Articles of Organization of the Surviving Party, and such Operating Agreement.

(c) Managers and Officers. The managers and officers of Segars Properties, LLC immediately prior to the Effective Time shall be the managers and officers of the Surviving Party, each to hold office in accordance with the Articles of Organization and Operating Agreement of the Surviving Party and applicable provisions of the Alabama Limited Liability Company Act, in each case until their respective successors are duly elected or appointed or qualified.

FOURTH:

A. The manner and basis of converting the shares and interests of each Merging Party and of Segars Properties, LLC into the interests of the Surviving Party, are as follows:

At the Effective Time, each share of the common stock of Segars Properties, Inc. issued and outstanding as of the Effective Time shall, by virtue of the merger and without any action on the part of the holders thereof, automatically be converted into one unit of interest of the Surviving Party. Each share of the common stock of Segars Properties, Inc. held in Segars Properties, Inc.'s treasury as of the Effective Time, if any, shall by virtue of the merger, be canceled without payment of any consideration therefor.

At the Effective Time, each share of the common stock of Segars Company, Inc. issued and outstanding as of the Effective Time shall, by virtue of the merger and without any action on the part of the holders thereof, automatically be converted into one unit of interest of the Surviving Party. Each share of the common stock of Segars Company, Inc. held in Segars Company, Inc.'s treasury as of the Effective Time, if any, shall by virtue of the merger, be canceled without payment of any consideration therefor.

Each unit of interest of Segars Properties, LLC issued and outstanding as of the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, remain outstanding and thereafter represent one unit of interest of the Surviving Party, as such units of interest are constituted immediately following the Effective Time.

No fractional units of interest of the Surviving Party shall be issuable by the Surviving Party upon the conversion of shares of common stock of the Merging Parties. In lieu of any such fractional units of interest, each holder of common stock of the Merging Parties who would otherwise have been entitled to receive a fraction of a unit of interest of the Surviving Party shall be entitled instead to receive an amount in cash equal to such fraction multiplied by \$.01.

B. The manner and basis of converting rights to acquire shares of the Merging Parties and rights to acquire interests of Segars Properties, LLC, into rights to acquire interests of the Surviving Party are as follows:

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CLERK OF THE
COURT
JULIA A. ASSELT
STATE OF ALABAMA

At the Effective Time, each right issued and outstanding as of the Effective Time to acquire shares of common stock of Segars Properties, Inc. shall, by virtue of the merger and without any action on the part of the holders thereof, automatically be converted into a right to acquire such number of units of interest of the Surviving Company as is equal to the number of shares of common stock of Segars Properties, Inc. the holders of such right would have received if they had exercised such right immediately prior to the Effective Time.

At the Effective Time, each right issued and outstanding as of the Effective Time to acquire shares of common stock of Segars Company, Inc. shall, by virtue of the merger and without any action on the part of the holders thereof, automatically be converted into a right to acquire such number of units of interest of the Surviving Company as is equal to the number of shares of common stock of Segars Company, Inc. the holders of such right would have received if they had exercised such right immediately prior to the Effective Time.

Each right issued and outstanding as of the Effective Time to acquire units of interest of Segars Properties, LLC shall, by virtue of the merger and without any action on the part of the holders thereof, remain outstanding and thereafter represent a right to acquire such number of units of interest of the Surviving Company as is equal to the number of units of interest of Segars Properties, LLC the holders of such right would have received if they had exercised such right immediately prior to the Effective Time.

FIFTH: The names and addresses of the managers of the Surviving Party are as follows:

E. Robert Segars 459 North Dean Road, Auburn, Alabama 36830 USA

Denise L. Segars 459 North Dean Road, Auburn, Alabama 36830 USA

SIXTH: The statements that are required by the laws of the State of Alabama under which Segars Properties, LLC, the sole Non-Florida business entity that is a party to the merger organized, are as follows:

None.

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA