31-B
H+A

Secretary of State

Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 11/28/05
REQUEST NUMBER: 5613-0948
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/28/05 1509
EFFECTIVE DATE/TIME: 11/28/05 1509
CONTROL NUMBER: 0461845

TO:
HOLLINS & ASSOCIATES, PLLC
401 CHURCH STREET
L & C TOWER 27TH FL
NASHVILLE, TN 37219-2213

Davidson County CHARTER
Recvd: 11/30/05 10:54 3 pgs
Fees:7.00 Taxes:0.00
20051130-0143888

RE:
NASHVILLE WEST SHOPPING CENTER, LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 11/28/05

FROM:
HOLLINS & ASSOCIATES,PLLC
401 CHURCH STREET
L & C TOWER 27TH FL
NASHVILLE, TN 37219-2213

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

RECEIPT NUMBER: 00003825174
ACCOUNT NUMBER: 00238103

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

RECEIVED
STATE OF TENNESSEE
FILED
2005 NOV 28 PM 3:09
RILEY DARNELL
SECRETARY OF STATE

CERTIFICATE OF MERGER

OVER THE HILL PARTNERS, LLC,
A Tennessee Limited Liability Company

With and Into

NASHVILLE WEST SHOPPING CENTER, LLC,
A Tennessee Limited Liability Company

Pursuant to the provisions of Section 48-244-101, et seq., of the Tennessee Limited Liability Company Act, the undersigned domestic limited liability company submits this Certificate of Merger and states as follows:

(1) This Certificate of Merger shall merge Over the Hill Partners, LLC, a Tennessee limited liability company which was organized on April 8, 2004 (the "Merging Company"), with and into Nashville West Shopping Center, LLC, a Tennessee limited liability company which was organized on January 23, 2004 (the "Surviving Company"), as set forth herein. Merging Company and Surviving Company are the parties to the merger.

(2) A Plan of Merger has been approved and executed by each of the Merging Company and the Surviving Company.

(3) The principal executive office of the Surviving Company shall be as follows: Attention: E.H. Camp, III, 3841 Green Hills Village Drive, Suite 400, Nashville, Tennessee 37215.

(4) The Surviving Company is a limited liability company.

(5) The merger shall be effective upon the filing hereof with the Secretary of State of Tennessee.

(6) The Plan of Merger is on file at the principal executive office of the Surviving Company, the address of which is given above.

(7) A copy of the Plan of Merger will be furnished by the Surviving Company on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other entity that is or was a party to this merger.

The persons signing below do hereby certify that each of them is duly authorized to sign, deliver and file this Certificate of Merger, and that this Certificate of Merger and the merger contemplated hereby has been duly authorized by all required action of the Merging Company and the Surviving Company.

This Certificate of Merger may be executed in one or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

Executed, this 28th day of November 2005.

NASHVILLE WEST SHOPPING CENTER, LLC, a Tennessee limited liability company

By: _____
Mark McDonald
Its: Co-Chief Manager

By: _____
Gary W. Parkes
Its: Co-Chief Manager

This Instrument Prepared by:
Hollins & Associates, PLLC (NCH)
401 Church Street, Suite 2720
Nashville, Tennessee 37219
(615) 255-5345