Box 31-B
For BCCB
(DNW)

Secretary of State
Division of Business Services

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

DATE: 12/04/06
REQUEST NUMBER: 5896-1521
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/04/06 1131
EFFECTIVE DATE/TIME: 12/04/06
CONTROL NUMBER: 0531644

TO:
AYERS ASSET MANAGEMENT, INC.
200 4TH AVENUE NORTH
SUITE 100
NASHVILLE, TN 37219

Davidson County CHARTER
Recvd: 12/07/06 14:52 2 pgs
Fees:7.00 Taxes:0.00

20061207-0151630

RE:
HALLMARK MADISON, LLC
OTHER DOCUMENT - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT 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.

FOR: OTHER DOCUMENT - LIMITED LIABILITY COMPANY ON DATE: 12/04/06

FROM:
AYERS ASSET MANAGEMENT, INC.(NASHVILLE)
200 4TH AVE NORTH
STE 100
NASHVILLE, TN 37219-0000

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

RECEIPT NUMBER: 00004055034
ACCOUNT NUMBER: 00426618

SS-4458

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CERTIFICATE OF MERGER

RECEIVED
STATE OF TENNESSEE
2006 DEC 4 AM 11:31
FILED
RILEY DARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-249-702 of the Tennessee Revised Limited Liability Company Act, the undersigned domestic general partnership and domestic limited liability company submit the following Certificate of Merger for the purpose of merging into a single domestic limited liability company:

5896-1521

1. The name and jurisdiction of each constituent part to the merger are:

Name	Jurisdiction	Type of Entity
J-E Properties	Tennessee	General partnership
Hallmark Madison, LLC	Tennessee	Limited liability company

2. An Agreement and Plan of Merger was duly approved and executed by a valid action taken by each constituent party to the merger.

3. The name of the surviving constituent party is **Hallmark Madison, LLC**.

4. No amendments to the Articles of Organization of Hallmark Madison, LLC shall be made by this filing.

5. The merger is to be effective upon the filing of this Certificate with the Secretary of State.

6. The Agreement and Plan of Merger is on file at the place of business of the surviving limited liability company, located at 68 W. Main Street, Second Floor, Parsons, Tennessee 38363.

7. A copy of the Agreement and Plan of Merger shall be furnished on request and without cost to any person holding an interest in a constituent party to the merger.

Dated: December 3, 2006

J-E PROPERTIES,
a Tennessee general partnership

By: _____

Title: MANAGING PARTNER

HALLMARK MADISON, LLC,
a Tennessee limited liability company

By: _____

Title: Organizer