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

DATE: 03/23/07
REQUEST NUMBER: 5990-2364
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/23/07 1359
EFFECTIVE DATE/TIME: 03/23/07 1359
CONTROL NUMBER: 0473437

TO:
PWU PROPERTIES, LP
ONE BELLE MEADE PL
S-310, 4400 HARDING
NASHVILLE, TN 37205

RE:
PWU PROPERTIES, L.P.
CERTIFICATE OF MERGER OF LIMITED PARTNERSHIPS

Davidson County CHARTER
Recvd: 03/23/07 15:33 2 pgs
Fees:7.00 Taxes:0.00
20070323-0035539

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 CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE RECORDED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED PARTNERSHIP HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER OF LIMITED PARTNERSHIPS

FROM:
MILLER & MARTIN PLLC(1200 1 NASH PLACE)
1200 ONE NASHVILLE P
150 4TH AVENUE NORTH
NASHVILLE, TN 37219-2433

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

RECEIVED
STATE OF TENNESSEE
2007 MAR 23 PM 1:59
FILED

RECEIVED
STATE OF TENNESSEE
2007 MAR 22 PM 3:00
RILEY C. DARNELL
SECRETARY OF STATE

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER is filed pursuant to Section 48-249-702 of the Tennessee Revised Limited Liability Company Act and Section 61-2-211 of the Tennessee Revised Uniform Limited Partnership Act in connection with the merger of PWU Rokeby, LLC with and into PWU Properties, L.P. (the "Merger").

1. PWU Properties, L.P., a Tennessee limited partnership formed on July 12, 2004 and PWU Rokeby, LLC, a Tennessee limited liability company formed on July 29, 2006 are the parties that are to merge and therefore are the constituent parties to the Merger.

2. An Agreement and Plan of Merger has been approved and executed by each of PWU Properties, L.P. and PWU Rokeby, LLC.

3. PWU Properties, L.P. is the surviving constituent party to the Merger.

4. The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Tennessee.

5. The Agreement and Plan of Merger is on file at the place of business of PWU Properties, L.P. at c/o Equitable Trust Company, One Belle Meade Place, Suite 310, 4400 Harding Road, Nashville, Tennessee 37205.

6. A copy of the Agreement and Plan of Merger shall be furnished by PWU Properties, L.P., on request and without cost, to any partner in or any person holding an interest in PWU Properties, L.P. or PWU Rokeby, LLC.

IN WITNESS WHEREOF, PWU Properties, L.P. and PWU Rokeby, LLC execute this Certificate of Merger as of the date(s) indicated.

PWU ROKEBY, LLC

By: _____
Joe Vaulx Crockett, III, President

Date: 3/2/07

PWU PROPERTIES, L.P.

By: _____
Patricia Werthan Uhlmann, General Partner and Limited Partner

Date: March 2, 2007

By: _____
Heloise Werthan Kuhn, General Partner

Date: March 2, 2007