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DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Mid-South Car Wash Investors Fund I, LLC
3350 Highway 309 North
Byhalia, MS 38611

June 24, 2011

Control # 661397

Effective Date: 06/24/2011 10:57 AM

Document Receipt

Receipt # : 500688	Filing Fee:	\$100.00
Payment-Account - FARRIS BOBANGO BRANAN PLC, MEMPHIS, TN		\$100.00

ACKNOWLEDGMENT OF MERGER

LUCKY 7 INVESTMENTS, LLC (Shelby County) (Qualified Non-survivor)

merged into **Mid-South Car Wash Investors Fund I, LLC (Mississippi) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger 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.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

CERTIFICATE OF MERGER

In accordance with the Tennessee Revised Limited Liability Company Act, Lucky 7 Investments, LLC and Mid-South Car Wash Investors Fund I, LLC, file this Certificate of Merger.

1. The constituent organizations to the merger are as follows:

Name:	Lucky 7 Investments, LLC	Mid-South Car Wash Investors Fund I, LLC
Jurisdiction:	Tennessee	Mississippi

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2. **Plan of Merger:** The Agreement and Plan of Merger has been duly approved by Lucky 7 Investments, LLC, a Tennessee limited liability company, and Mid-South Car Wash Investors Fund I, LLC, a Mississippi limited liability company, as required by each entity's governing statute and governing documents. The plan of merger and performance of its terms were duly authorized by all action required by each constituent entity's governing statute and organizational documents.

3. **Name of the surviving entity:** Mid-South Car Wash Investors Fund I, LLC, whose address is 3350 Highway 309, N. Byhalia, Mississippi 38611 (the "Surviving Entity").

4. **Effective Date:** The effective date of the merger shall be June 24, 2011.

5. **Plan of Merger Attachment:** The Agreement and Plan of Merger is attached to this certificate.

6. **Service of Process:** The Surviving Entity agrees that it may be served with process in this state in any action, suit or proceeding for the enforcement of any obligation of any entity which is a party to this merger, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. Said service of process shall be mailed by the Secretary of State to 3350 Highway 309, N. Byhalia, Mississippi 38611.

Dated this the 24th day of June, 2011.

LUCKY 7 INVESTMENTS, LLC,
a Tennessee limited liability company

By: Stephen Ray Holley
Stephen Ray Holley, Manager

**MID-SOUTH CAR WASH INVESTORS FUND I,
LLC,**
a Mississippi limited liability company

By: Stephen Ray Holley
Stephen Ray Holley, Manager