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MERGER OR SHARE EXCHANGE MIAMI 26, LLC

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Sections 605.1022 and 605.1025 of the Florida Statutes, as of March 18, 2015.

FIRST:

The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

2516 N.W. 2ND AVENUE, LLC, a Florida limited liability company

Address: c/o Goldman Properties
804 Ocean Drive, 2nd Floor
Miami Beach, FL 33139

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SECOND:

The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

MIAMI 26, LLC, a Florida limited liability company

Address: c/o Goldman Properties
804 Ocean Drive, 2nd Floor
Miami Beach, FL 33139

Document #: L06000001975

THIRD:

The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 605.1022, Florida Statutes, and was approved by each of 2516 N.W. 2ND AVENUE, LLC and MIAMI 26, LLC in accordance with the applicable provisions of Chapter 605, Florida Statutes.

FOURTH:

The merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first above written.

MERGING ENTITY:

2516 N.W. 2ND AVENUE, LLC,
a Florida limited liability company

By: _____

Name: Jerrel E. Goldman

Title: Authorized Signatory

SURVIVING ENTITY:

MIAMI 26, LLC,
a Florida limited liability company

By: _____

Name: Jerrel E. Goldman

Title: Authorized Signatory

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

See attachment.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of March 18, 2015 by and between 2516 N.W. 2ND AVENUE, LLC, a Florida limited liability company (the "Merging Entity"), and MIAMI 26, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I The Merger

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Revised Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

ARTICLE II The Surviving Company

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws, the Articles of Organization and the Operating Agreement.

ARTICLE III Manner and Basis of Converting Membership Interests

At the Effective Time, (I) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (II) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Time.

ARTICLE IV Approval

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members of the Merging Entity and the Surviving Entity.

ARTICLE V
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE VI
Effective Time

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger of the Merging Entity with and into the Surviving Entity with the Department of State of the State of Florida, with respect to the Merger.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

MERGING ENTITY:

2516 N.W. 2ND AVENUE, LLC,
a Florida limited liability company

By: 
Name: Janet E. Goldman
Title: Authorized Signatory

SURVIVING ENTITY:

MIAMI 26, LLC,
a Florida limited liability company

By: 
Name: Janet E. Goldman
Title: Authorized Signatory