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MERGER OR SHARE EXCHANGE

Showplace of Kendall, LLC

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ARTICLES OF MERGER
OF
SHOWPLACE OF KENDALL, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)

AND

SHOWPLACE OF KENDALL, INC.
(TERMINATING DOMESTIC CORPORATION)

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SHOWPLACE OF KENDALL, LLC 2000 South Dixie Highway, Suite 101 Miami, FL 33137	Florida	profit limited liability company
Florida Document/Registration Number: L07000114403		FEI Number: 26-1512480

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SHOWPLACE OF KENDALL, INC. 2000 South Dixie Highway, Suite 101 Miami, FL 33137	Florida	profit corporation
Florida Document/Registration Number: P93000049941		FEI Number: 65-0420746

THIRD: The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

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FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The membership interests of the surviving company to be issued shall be in the same proportion as the ownership interest in the merging corporation.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

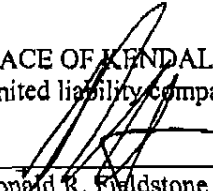
Reza Golkar
1643 Brickell Avenue, Apt. 705
Miami, FL 33129

Michael Agha
6301 Collins Avenue, Apt. #2505
Miami Beach, FL 33141

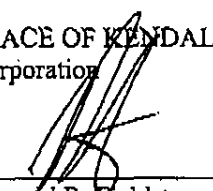
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Dated: January 1, 2007.

SHOWPLACE OF KENDALL, LLC, a
Florida limited liability company

By: 
Ronald R. Fieldstone, Manager

SHOWPLACE OF KENDALL, INC., a
Florida corporation

By: 
Ronald R. Fieldstone, Secretary

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SHOWPLACE OF KENDALL, LLC 2000 South Dixie Highway, Suite 101 Miami, FL 33137	Florida	profit limited liability company

Florida Document/Registration Number: L07000114403 FEI Number: 26-1512480

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SHOWPLACE OF KENDALL, INC. 2000 South Dixie Highway, Suite 101 Miami, FL 33137	Florida	profit corporation

Florida Document/Registration Number: P93000049941 FEI Number: 65-0420746

THIRD: The terms and conditions of the merger are as follows:

- The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
- The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.
- The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.
- All liabilities of the merging company shall become the responsibility of the surviving company.

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FOURTH: Adoption of Merger by the Surviving Company:

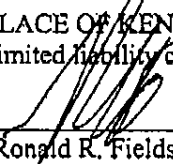
The Plan of Merger was adopted by the members of the surviving company on January 1, 2007.


SIXTH: Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on January 1, 2007, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on January 1, 2007.

SEVENTH: SIGNATURE(S):

Dated: January 1, 2007.

SHOWPLACE OF KENDALL, LLC, a
Florida limited liability company
By: 
Ronald R. Fieldstone, Manager

SHOWPLACE OF KENDALL, INC., a
Florida corporation
By: 
Ronald R. Fieldstone, Secretary

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