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ABALLI MYLINE KALIL

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**MERGER OR SHARE EXCHANGE
Whelan Properties, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
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CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with § 608.4382, Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Whelan Properties, LLC	Florida	LLC
Imasa Properties, LLC	Florida	LLC

SECOND: The exact name, entity type and jurisdiction of the surviving party are as follows:


<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Whelan Properties, LLC	Florida	LLC


THIRD: The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 Florida Statutes.

FOURTH: The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable laws of the state of Florida.

FIFTH: Signatures for each party:

Name of Entity	Signatures	Typed or Printed Name of Individual
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Whelan Properties, LLC	SOLE ADMIN L.L.C. By:  Arturo J. Aballi	Manager
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Imasa Properties, LLC	SOLE ADMIN L.L.C. By:  Arturo J. Aballi	Manager
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Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 106383

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PLAN & AGREEMENT OF MERGER

THIS PLAN & AGREEMENT OF MERGER (the "Plan") dated as of this 10th day of September, 2012 is between WHELAN PROPERTIES, LLC, a Florida Limited Liability Company (the "Company" or the "Surviving Entity") and IMASA PROPERTIES, LLC ("Imasa"), who each waive all requirements of notice and meeting.

WHEREAS, the Sole Member of the Company, is also the Sole Member of Imasa (the "Member"); and

WHEREAS, the Member believes it is in the best interest of both companies that Imasa merge with and into the Company;

NOW THEREFORE, the Company and Imasa hereby accept the Plan, which is as follows:

Article I

Imasa hereby merges with and into the Company, and as of the effective date of the plan all of the property, rights, privileges, powers, etc., of Imasa shall vest in the Company, and all debts, liabilities and duties of Imasa shall become the debts, liabilities and duties of the Company.

Article II

The Plan shall become effective upon the filing of the Certificate of Merger attached hereto with the Secretary of State of Florida. To that effect, the Articles of Organization of the Company immediately prior to the merger shall remain the Articles of Organization of the Surviving Entity thereafter.

Article III

Upon effectiveness of the Plan, the Company shall be the Surviving Entity, registered in the State of Florida as a Limited Liability Company, and its name shall be WHELAN PROPERTIES, LLC.

Article IV

All of the membership interests in Imasa shall be automatically cancelled and converted into an ownership interest of equal value in the Surviving Entity.

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APPROVAL OF SOLE MEMBER

IMASA PROPERTIES, LLC/
WHELAN PROPERTIES, LLC

By: 
FEDERICA CHIMENTO, Sole Member

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