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MERGER OR SHARE EXCHANGE
MDDA GARAGE, LLC

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF MERGER
OF
MDD PARKING, LLC,
a Florida limited liability company (the "Merging Entity"),
WITH AND INTO
MDDA GARAGE, LLC,
a Delaware limited liability company (the "Surviving Entity")**

The following Certificate of Merger is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

FIRST. The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MDD Parking, LLC	Florida	Limited Liability Company

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SECOND. The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MDDA Garage, LLC	Delaware	Limited Liability Company

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THIRD. Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving limited liability company in the Merger.

FOURTH. The Plan of Merger was approved and executed by the Merging Entity in accordance with Section 608.4381 of the Florida Act.

FIFTH. The Plan of Merger was approved and executed by the Merging Corporation in accordance with Section 18-209 of the Delaware Act.

SIXTH. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

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SEVENTH. Pursuant to the Plan of Merger, as of the Effective Date, the Certificate of Formation of the Surviving Entity shall be the certificate of formation of the surviving limited liability company.

EIGHTH. The principal address of the Surviving Entity shall 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137. A copy of the Plan of Merger is on file at the principal address of the Surviving Entity and will be furnished by the Surviving Entity, on written request and without cost, to any member of the Merging Entity.

NINTH. The Surviving Entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595 of the Florida Act.

[SIGNATURE PAGE TO FOLLOW]

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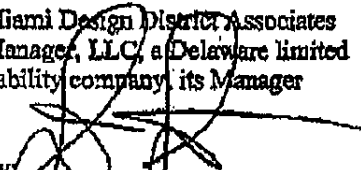
IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be signed this 1st day of June, 2012.

MERGING ENTITY:

MDD PARKING, LLC,
a Florida limited liability company

By: MDDA Garage, LLC, a Delaware limited liability company, its sole member

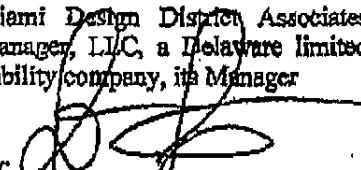
By: Miami Design District Associates Manager, LLC, a Delaware limited liability company, its Manager

By: 
Name: Steven Gretenstein
Title: Vice President

SURVIVING ENTITY:

MDDA GARAGE, LLC,
a Delaware limited liability company

By: Miami Design District Associates Manager, LLC, a Delaware limited liability company, its Manager

By: 
Steven Gretenstein
Vice President

[Signature page to Certificate of Merger of MDD Parking, LLC with and into MDDA Garage, LLC]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of MDD PARKING, LLC, a Florida limited liability company, having a mailing address of 6358 Manor Lane, Miami, Florida 33143 (the "Non-surviving Entity"), with and into MDDA GARAGE, LLC, a Delaware limited liability company (the "Surviving Entity"), having a mailing address of 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving limited liability company.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
MDD Parking, LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
MDDA Garage, LLC	Delaware

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving limited liability company in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of that certain Certificate of Merger by and between the Non-surviving Entity and the Surviving Entity with the Secretary of State of the State of Delaware (the "Effective Date").

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5. Treatment of Equity Interests.

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Florida Act and Section 18-209 of the Delaware Act.

7. Certificate of Formation of the Surviving Entity. The Certificate of Formation of the Surviving Entity as in effect on the Effective Date shall be the certificate of formation of the surviving limited liability company.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE TO FOLLOW]

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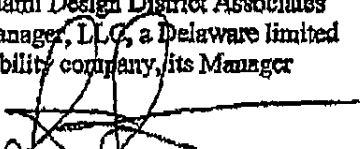
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 1st day of June, 2012.

NON-SURVIVING ENTITY:

MDD PARKING, LLC,
a Florida limited liability company

By: **MDDA Garage, LLC,** a Delaware limited liability company, its sole member

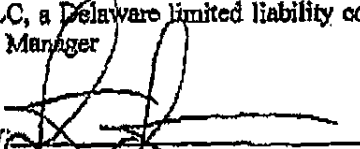
By: **Miami Design District Associates Manager, LLC,** a Delaware limited liability company, its Manager

By: 
Name: Steven Gertenstein
Title: Vice President

SURVIVING ENTITY:

MDDA GARAGE, LLC,
a Delaware limited liability company

By: **Miami Design District Associates Manager, LLC,** a Delaware limited liability company, its Manager

By: 
Steven Gertenstein
Vice President

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[Signature page to Agreement and Plan of Merger of MDD Parking, LLC with and into MDDA Garage, LLC]

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