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MERGER OR SHARE EXCHANGE

Seahaven Properties, Inc.

Certificate of Status	1
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ARTICLES OF MERGER

The following Articles of Merger is being submitted in accordance with section 607.1109, Florida Statutes.

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

Name and Street Address	Jurisdiction	Entity Type
1. Bennett Seahaven Holdings V, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Limited Liability Company

Florida Document/Registration Number: L06000041688

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

Name and Street Address	Jurisdiction	Entity Type
1. Seahaven Properties, Inc. 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Corporation

Florida Document/Registration Number: P06000056831

THIRD: The attached Plan of Merger was approved by each corporation and limited liability company, that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement, Articles of Organization, Articles of Incorporation and Bylaws of any limited liability company or corporation that is a party to the merger.

FIFTH: The merger shall become effective as of the date of filing of this Articles of Merger with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

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SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
BENNETT SEAHAVEN HOLDINGS V, LLC		Neel Bennett, as President of Seahaven Properties, Inc., the Sole Member of Bennett Seahaven Holdings V, LLC
SEAHAVEN PROPERTIES, INC.		Neel Bennett as President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Chapters 607 and 608, Florida Statutes, is being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

Name	Jurisdiction
BENNETT SEAHAVEN HOLDINGS V, LLC	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction
SEAHAVEN PROPERTIES, INC.	Florida

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

A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, BENNETT SEAHAVEN HOLDINGS V, LLC, a Florida limited liability company, ("Merging Entity") shall merge with and into SEAHAVEN PROPERTIES, INC., a Florida corporation ("Surviving Entity").

B. After the merger, the Surviving Entity will retain the name Seahaven Properties, Inc.

C. The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the effective date of the merger, the existing Articles of Organization and Operating Agreement for Seahaven Properties, Inc., shall be the organizational documents for the Surviving Entity.

D. As all of the membership interests of the Merging Entity are owned by the Surviving Entity, there shall be no change to the ownership of the Surviving Entity as a result of the Merger.

E. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entity, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in party, into cash or other property are as follows:

[see above]

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

N/A

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