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MERGER OR SHARE EXCHANGE  
DHM, INC.

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ARTICLES OF MERGER  
OF  
DHM JV-1, LLC  
WITH AND INTO  
DHM, INC.

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, the undersigned hereby certify as follows:

1. DHM JV-1, LLC, a Florida limited liability company, shall be merged (the "Merger") with and into DHM, Inc., a Florida corporation, which shall be the surviving corporation of the merger (the "Surviving Corporation").
2. The name of the Surviving Entity shall be DHM, Inc.
3. The Plan of Merger as set forth on *Exhibit A* hereto (the "Plan of Merger") was approved by the sole member of DHM JV-1, LLC and by the board of directors of DHM, Inc. in accordance with the applicable provisions of Florida Statutes Sections 607 and 608.
4. The effective date of the Merger shall be the date on which these Articles of Merger have been filed with the office of the Secretary of State of Florida.

*[Signatures appear on the following page]*

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IN WITNESS WHEREOF, each of the undersigned has executed these Articles of  
Merger as of May 14, 2010.

DHM, INC.

By: 

Name: Richard E. Beckman

Title: President

DHM JV-1, LLC

By: DHM, Inc., its sole member

By: 

Name: Richard E. Beckman

Title: President

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**EXHIBIT A**

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AGREEMENT AND PLAN OF MERGER  
OF  
DHM JV-1  
WITH AND INTO  
DHM, INC.

AGREEMENT AND PLAN OF MERGER (hereinafter called this "Plan of Merger"), dated as of May \_\_, 2010, by DHM JV-1, LLC, a Florida limited liability company ("DHM JV-1"), and DHM, Inc., a Florida corporation, ("DHM").

WHEREAS, the sole member of DHM JV-1 and the board of directors of DHM have approved the merger of DHM JV-1 with and into DHM (the "Merger") upon the terms set forth in this Plan of Merger and have approved and declared advisable this Plan of Merger.

NOW, THEREFORE, the parties hereto agree as follows:

1. Parties to the Merger; Surviving Corporation; Terms and Conditions of Merger. In accordance with the provisions of the Florida Limited Liability Company Act (the "Florida LLC Act") and the Florida Business Corporation Act ("FBCA"), upon the Effective Date (as defined below), DHM JV-1 shall be merged with and into its parent, DHM, which shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and which shall continue to exist as said Surviving Corporation under the name DHM, Inc. The separate existence of DHM JV-1 (sometimes hereinafter referred to as the "Terminating LLC") shall cease upon the Effective Date.

2. Manner and Basis of Converting Membership Units and Shares. Each issued membership unit of the Terminating LLC shall, by virtue of the Merger and without any action on the part of the Terminating LLC or the sole member of the Terminating LLC, be canceled and retired and no payment shall be made with respect thereto. The shares of the Surviving Corporation shall not be converted in any manner.

3. Effect of the Merger.

3.1. Status of Surviving Company upon Effective Date.

(a) Articles of Incorporation of Surviving Corporation. The articles of incorporation of DHM as in force and effect upon the Effective Date in the jurisdiction of its organization shall be the articles of incorporation of said Surviving Corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

(b) By-Laws of Surviving Corporation. The by-laws of DHM as in force and effect upon the Effective Date will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner

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prescribed by the provisions of the laws of the jurisdiction of organization of said Surviving Corporation.

(c) Directors and Officers of the Surviving Corporation. The directors and officers of DHM upon the Effective Date shall be the directors and officers of the Surviving Corporation, all of whom shall hold their director positions and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

3.2. Effect of the Merger Under Limited Liability Company and Corporation Statutes. Upon and after the Effective Date, the Merger will have the effects set forth in 607.11101 of the FBCA and 608.4383 of the Florida LLC Act.

4. Effective Date. As used in this Plan of Merger, the "Effective Date" shall mean the date the certificate of merger has been duly executed, acknowledged and filed by DHM JV-1 and DHM with the office of the Secretary of State of the State of Florida.

*[Signatures appear on the following page]*

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IN WITNESS WHEREOF, each of the undersigned has executed this Plan of Merger as an agreement under seal as of the date first above written.

DATED: May 14, 2010

DHM, INC.

By: 

Name: Richard E. Beckman

Title: President

DATED: May 14, 2010

DHM JV-1, LLC

By: DHM, Inc., its sole member

By: 

Name: Richard E. Beckman

Title: President