

JUN-05-07 03:13PM

FROM AKERMAN SENTERFITT

850-245-6897

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Florida Department of State
Division of Corporations
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From: Rosa Wong, Paralegal

Account Name : AKERMAN SENTERFITT (MIAMI)
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5096

MERGER OR SHARE EXCHANGE

H&S REALTY LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

H&S REALTY I LLC, a Florida limited liability company

Address: 7399 Coral Way
Miami, Florida 33155

Document #: L07000047712

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

H&S REALTY LLC, a Florida limited liability company

Address: 7399 Coral Way
Miami, Florida 33155

Document #: L07000028854

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438, Florida Statutes, and was approved by each of H&S Realty I LLC and H&S Realty LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

[Signatures on next page.]

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 5th day of June, 2007.

MERGING ENTITY:

H&S REALTY I LLC, a Florida limited liability company

By:

Name: Helene Lanster

Title: Manager

SURVIVING ENTITY:

H&S REALTY LLC, a Florida limited liability company

By:

Name: Helene Lanster

Title: Manager

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Exhibit A
Agreement and Plan of Merger

See attachment.

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 5th day of June, 2007 by H&S REALTY LLC, a Florida limited liability company ("H&S"), and H&S REALTY I LLC, a Florida limited liability company ("H&S I").

RECITALS

The sole manager and the sole member of H&S and sole manager and the sole member of H&S I have determined that it is advisable and in the best interest of each of H&S and H&S I that H&S I be merged with and into H&S on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I**The Merger**

On the Effective Date (as defined in Article V hereof), H&S I shall merge with and into H&S in accordance with the Florida Limited Liability Company Act and the separate existence of H&S I shall cease and H&S shall thereafter continue as the surviving limited liability company (the "Surviving Company") under the laws of the State of Florida.

ARTICLE II**The Surviving Company**

On the Effective Date, the Articles of Organization of H&S, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Company.

On the Effective Date, the Operating Agreement of H&S, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

On the Effective Date, the manager of H&S shall be the manager of the Surviving Company until his, her or its successors are elected and qualified, and management of the Surviving Company shall continue to be vested in such manager.

ARTICLE III**Manner and Basis of Converting Membership Interests**

On the Effective Date, the membership interest in H&S I of the sole member of H&S I shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into a fifty percent (50%) membership interest in the Surviving Company.

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On the Effective Date, the membership interest in H&S of the sole member of H&S shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into a fifty percent (50%) membership interest in the Surviving Company.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of H&S I shall vest in the Surviving Company, and all liabilities and obligations of H&S I shall become liabilities and obligations of the Surviving Company.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean the time of filing of the Certificate of Merger with the Florida Department of State.

ARTICLE VI

Amendment, Modification and Termination; Counterparts

Any provision of this Plan may, subject to applicable law, be amended or waived prior to the Effective Date if, and only if, such amendment or waiver is in writing and signed by H&S-I and H&S. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

[Signatures on next page.]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

H&S REALTY I LLC, a Florida limited liability company

By: 
Name: Helene Lanster
Title: Manager

H&S REALTY LLC, a Florida limited liability company

By: 
Name: Helene Lanster
Title: Manager

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