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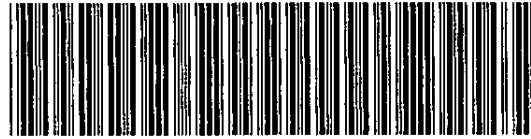
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

*Merfz*

AUG 02 2012

T. LEMIEUX

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

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Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Melissa R. Smith  
Natalie Escudero

July 27, 2012

*Via Certified Mail, Return Receipt Requested*  
Article # 7008 0500 0001 6018 8941

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: First of Florida Corporation  
Ayr Corp  
Our File No. 9877-10

Dear Sir/Madam:

On behalf of the above-referenced corporations, I enclose herewith one (1) original and one (1) copy of the fully executed Articles of Merger for such corporations.

Additionally, enclosed please find a check in the amount of \$78.75 for the following fees:

Filing Fee (\$35.00 x 2 entities)	\$ 70.00
<u>Certified Copy Fee</u>	<u>\$ 8.75</u>
TOTAL FEE	\$ 78.75

Please cause the original copy of the Articles of Merger to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS/mrs

Enclosures

cc: Ms. Joelle M. Allen  
Ms. Robin Reiter-Faragalli

ARTICLES OF MERGER  
OF  
FIRST OF FLORIDA CORPORATION

These Articles of Merger are submitted to merge the following entities in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I  
NAME AND JURISDICTION OF EACH MERGING CORPORATION

The name, jurisdiction and entity type of each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
First of Florida Corporation	Florida	Corporation
Ayr Corp	Florida	Corporation

ARTICLE II  
NAME OF SURVIVING CORPORATION

The name of the surviving corporation is FIRST OF FLORIDA CORPORATION and its jurisdiction is Florida.

ARTICLE III  
PLAN OF MERGER

The attached Plan of Merger was approved by each entity that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

ARTICLE IV  
EFFECTIVE DATE OF MERGER

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE V  
ADOPTION OF MERGER

1. The Plan of Merger was adopted by written consent of the sole Shareholder of First of Florida Corporation on July 27, 2012.

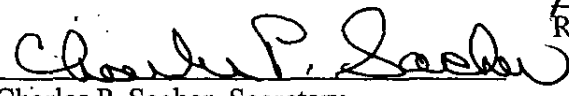
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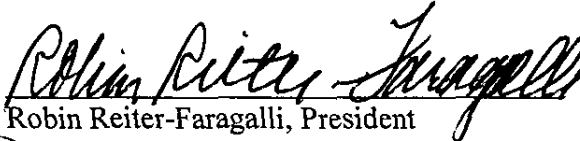
2. The Plan of Merger was adopted by written consent of the sole Shareholder of Ayr Corporation on July 27, 2012.

DATED this 27 day of July, 2012.

FIRST OF FLORIDA CORPORATION

(SEAL)

  
Charles P. Sacher, Secretary

  
Robin Reiter-Faragalli, President

AYR CORP

(SEAL)

  
Charles P. Sacher, Secretary

  
Robin Reiter-Faragalli, President

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## **PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of July 27, 2012, between FIRST OF FLORIDA CORPORATION, a Florida corporation, having its principal place of business at 100 SW 2 Street, Suite 2370, Miami, Florida (hereinafter called "First of Florida") and AYR CORP, a Florida corporation, having its principal place of business at 100 SW 2 Street, Suite 2370, Miami, Florida (hereinafter called "Ayr").

### **RECITALS :**

WHEREAS, Ayr is a wholly owned subsidiary of First of Florida; and

WHEREAS, the sole Shareholder of First of Florida has determined that it is advisable and in the best interests of First of Florida and its Shareholder that First of Florida be merged with Ayr on the terms, and subject to the conditions, set forth herein; and

WHEREAS, the sole Shareholder of Ayr has determined that it is advisable and in the best interests of Ayr and its Shareholder that Ayr be merged with and into First of Florida on the terms, and subject to the conditions, set forth herein.

### **ARTICLE I THE MERGER**

At the Effective Date (as defined in Article V hereof), Ayr shall be merged with and into First of Florida in accordance with Chapter 607 of the Florida Statutes, and the separate existence of Ayr shall cease and First of Florida, which shall hereinafter be known as FIRST OF FLORIDA CORPORATION, shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

### **ARTICLE II SURVIVING COMPANY**

(A) At the Effective Date, the By-Laws of First of Florida, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes and the Articles of Incorporation and By-Laws of the Surviving Corporation.

(B) At the Effective Date, the Directors of First of Florida shall be the Directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III  
EFFECT OF MERGER

At the Effective Date, all respective property, rights, privileges, powers and franchises of First of Florida and Ayr shall vest in the Surviving Corporation, and all respective liabilities and obligations of First of Florida and Ayr shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV  
CONVERSION OF STOCK

At the Effective Date, the Shares of Stock held by the sole Shareholder of Ayr shall be converted into Shares of Stock in the Surviving Corporation. The Shareholder of the Surviving Corporation shall have Stock in the Surviving Corporation equal to the total of the value of such Shareholder's Shares of Stock in Ayr and the value of such Shareholder's Shares of Stock in First of Florida.

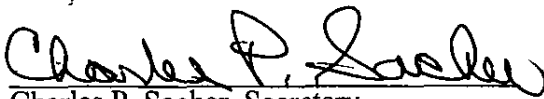
ARTICLE V  
EFFECTIVE DATE

As used in this Plan of Merger, the term "Effective Date" shall mean the date of filing of the Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties have caused this Plan of Merger to be executed on its behalf as of the date first above written.

FIRST OF FLORIDA CORPORATION

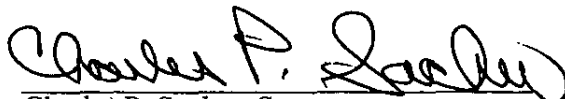
(SEAL)

  
Charles P. Sacher, Secretary

  
Robin Reiter-Faragalli, President

AYR CORP

(SEAL)

  
Charles P. Sacher, Secretary

  
Robin Reiter-Faragalli, President