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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : J20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JAN 14 AM 9:00

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**MERGER OR SHARE EXCHANGE
JONES LANG LASALLE BROKERAGE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$137.50

B652.50

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Corporate Filing Menu

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blaren, LLC	LO3-2506 Florida	LLC
Jones Lang LaSalle -		
South Florida, LLC	LO-106918 Florida	LLC
JONES LANG LASALLE		
FLORIDA HOLDINGS, L.P.	FLORIDA	LP

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JONES LANG LASALLE		
BROKERAGE, LLC,	Texas	Corp.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 200 E. Randolph

Chicago, Illinois 60601

Mailing address: 200 E. Randolph

Chicago, Illinois 60601

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TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Blaren, LLC	<i>Bernadette Werthamer</i>	BERNADETTE WERTHAMER
Jones Lang LaSalle -	<i>Bernadette Werthamer</i>	BERNADETTE WERTHAMER
South Florida, LLC	<i>Bernadette Werthamer</i>	BERNADETTE WERTHAMER
JONES LANG LASALLE FLORIDA HOLDINGS, L.P.	<i>Bernadette Werthamer</i>	BERNADETTE WERTHAMER

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

THIS PLAN OF MERGER is made this 9th day of November, 2010, by and between Jones Lang LaSalle Brokerage, Inc., a Texas corporation ("JLL Brokerage"), and the entities listed on Exhibit A attached hereto and made a part hereof, hereinafter referred to collectively as the "Merging Entities", directly and indirectly owned by JLL Brokerage.

WHEREAS, JLL Brokerage directly and through its subsidiaries owns all of the outstanding stock, units and interests of the Merging Entities.

WHEREAS, JLL Brokerage and the Merging Entities desire to enter into a merger pursuant to which the Merging Entities will merge with and into JLL Brokerage, with JLL Brokerage being the surviving corporation.

JLL Brokerage and the Merging Entities agree as follows:

1. The Merging Entities shall merge with and into JLL Brokerage, with JLL Brokerage being the surviving corporation (the "Merger"). The effective date of the Merger shall be upon filing of the certificate of merger with the Texas Secretary of State. Upon the Merger, all of the outstanding shares of the Merging Entities shall be cancelled and no consideration shall be given for such shares in connection with the Merger. The Merger shall be consummated on such other terms as JLL Brokerage and the Merging Entities shall agree.
2. JLL Brokerage and the Merging Entities shall take all further actions necessary to consummate the Merger.
3. The Merger and this Plan of Merger shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first above written.

JONES LANG LASALLE BROKERAGE, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE COMMERCIAL
SERVICES / SOCIAL, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

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JONES LANG LASALLE - HOUSTON, LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - CAROLINAS, LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - MINNESOTA, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - NEW JERSEY, LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - SOUTH FLORIDA
LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

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JAMES H. ROBERTS
ALBANY, NEW YORK 12244

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JONES LANG LASALLE - TENNESSEE, LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - WEST ADVISORY,
INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE FLORIDA HOLDINGS,
LP

By: BLAREN, LLC, general partner

By: JONES LANG LASALLE
BROKERAGE, INC., its member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE - RALEIGH, LLC

By: JONES LANG LASALLE BROKERAGE,
INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE MANAGEMENT
COMPANY OF NEW JERSEY, LLC

By: JONES LANG LASALLE - NEW JERSEY,
LLC, its member

By: JONES LANG LASALLE
BROKERAGE, INC., its sole member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

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SECRETARY OF STATE
CLERK

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JONES LANG LASALLE MASTER LEASE, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE GOVERNMENTAL SERVICES, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE CAPITAL MARKETS, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE ADVISORY SERVICES, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE GREAT LAKES, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE KENTUCKY, LLC

By: JONES LANG LASALLE - TEXAS, INC.
its member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

JONES LANG LASALLE GLOBAL SERVICES - RR, INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

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JONES LANG LASALLE INVESTMENT SALES,
INC.

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

BLAREN, LLC

By: JONES LANG LASALLE BROKERAGE, INC.,
its member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

SC-FR, LLC

By: JONES LANG LASALLE BROKERAGE, INC.,
its member

By: Bernadette Wertheimer
Name: Bernadette Wertheimer
Title: Assistant Secretary

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EXHIBIT A

"Merging Entities"

Jones Lang LaSalle Commercial Services - SoCal, Inc. ✓
Jones Lang LaSalle - Houston, LLC ✓
Jones Lang LaSalle - Carolinas, LLC ✓
Jones Lang LaSalle - Minnesota, Inc. ✓
Jones Lang LaSalle - New Jersey, LLC ✓
Jones Lang LaSalle - South Florida, LLC ✓
Jones Lang LaSalle - Tennessee, LLC ✓
Jones Lang LaSalle - West Advisory, Inc. ✓
Jones Lang LaSalle Florida Holdings, LP ✓
Jones Lang LaSalle - Raleigh, LLC ✓
Jones Lang LaSalle Management Company of New Jersey, LLC ✓
Jones Lang LaSalle Master Lease, Inc.
Jones Lang LaSalle Governmental Services, Inc.
Jones Lang LaSalle Capital Markets, Inc.
Jones Lang LaSalle Advisory Services, Inc.
Jones Lang LaSalle Great Lakes, Inc.
Jones Lang LaSalle Kentucky, LLC
Jones Lang LaSalle Global Services - RR, Inc.
Jones Lang LaSalle Investment Sales, Inc.
BLAREN, LLC ✓
SC-FR, LLC

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