

Division of Corporations

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Florida Department of State  
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**  
**International Management Company, LLC**

Certificate of Status	0
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Page Count	04
Estimated Charge	\$50.00

merger  
@ 5.1.13

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## CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with section 608.4382 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sunrise Realty of Northeast Florida, LLC 9402 Cedar Dell Ct Jacksonville, FL 32257	Florida	Limited liability company

Florida Document/Registration Number: L01000014996      FEI Number: 59-3748996

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
International Management Company, LLC 8823 San Jose Blvd., Suite 310 Jacksonville, FL 32217	Florida	Limited liability company

Florida Document/Registration Number: L00000007202      FEI Number: 59-3691102

THIRD: The attached Plan of Merger meets the requirements of section 608.438 of the Florida Statutes, and was approved by each business entity that is a party to the merger in accordance with chapter 608 of the Florida Statutes.

FOURTH: The merger is permitted under the laws of the state of Florida and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of May 1, 2013.

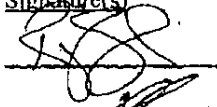
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the state of Florida, the only applicable jurisdiction.

Prepared by Christopher G. Commander  
Florida Bar No. 82228  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

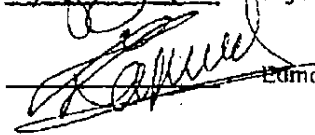
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CLERK OF DISTRICT COURT  
13 APR 30 PM 8:38

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SEVENTH: SIGNATURE(S) FOR EACH PARTY:Name of EntrySignature(s)Typed or Printed Name of IndividualSunrise Realty of Northeast  
Florida, LLC

Raja E. Saoud, Member

International Management  
Company, LLC

Edmond R. Saoud, Member

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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 section 608.4381, is being submitted in accordance with section 608.438, of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Sunrise Realty of Northeast Florida, LLC 9402 Cedar Dell Ct Jacksonville, FL 32257	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
International Management Company, LLC 8823 San Jose Blvd., Suite 310 Jacksonville, FL 32217	Florida

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

Sunrise Realty of Northeast Florida, LLC shall be merged with and into International Management Company, LLC and International Management Company, LLC shall be the surviving entity. On the effective date of the merger, the separate existence of Sunrise Realty of Northeast Florida, LLC shall cease, and all of its property, rights, privileges and franchises, of whatsoever nature and description, shall be transferred to, vest in and devolve upon International Management Company, LLC without further act or deed. The Articles of Organization of the surviving entity shall be amended at the effective date of the merger in accordance with the Articles of Amendment to the Articles of Organization attached hereto as Exhibit A. The Operating Agreement of the surviving entity shall be amended and restated at the effective date of the merger as amended and restated by its members.

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

By virtue of the merger and without any further action on the part of the merging party, all of the merging party's issued and outstanding membership interests, and any and all options, warrants and other securities exercisable or exchangeable for, or convertible into, the merging party's membership interests shall be converted into twenty-five percent (25%) of the issued and outstanding membership interests of the surviving entity.

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Exhibit A

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION OF  
INTERNATIONAL MANAGEMENT COMPANY, LLC

Pursuant to section 608.411 of the Florida Statutes, International Management Company, LLC, a Florida limited liability company (the "Company"), hereby delivers to the Secretary of State of the State of Florida for filing these Articles of Amendment to its Articles of Organization:

FIRST: The name of the Company is International Management Company, LLC.

SECOND: The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on June 20, 2000.


THIRD: The Articles of Organization shall be amended to delete Article VI in its entirety and replace it with the following:

"ARTICLE VI - Management and Authority:

The Company shall be a manager-managed company. No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company without the consent of the manager."

FOURTH: The foregoing Articles of Amendment were adopted by the sole member of the Company by written consent, dated as of April 22, 2013, and thus the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this instrument effective May 1, 2013.

  
Edmond R. Saoud, Member