

# L02000021001

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000185814 3)))



H100001858143ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6360

From:

Account Name : STOLZENBERG, GELLES & FLYNN, LLP  
Account Number : I20100000018  
Phone : (305) 961-1450  
Fax Number : (305) 373-2735

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

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
Structured Asset Funding, LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$58.75 |

A. LUNT  
AUG 19 2010  
EXAMINER

RECEIVED  
2010 AUG 18 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H100001858143

**CERTIFICATE OF MERGER  
FOR  
STRUCTURED ASSET FUNDING, LLC**

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes:

**FIRST:** The exact name, form and entity type, and jurisdiction for the Merging Party are as follows:

| Name                          | Entity Type               | Jurisdiction |
|-------------------------------|---------------------------|--------------|
| Structured Asset Funding, LLC | limited liability company | Florida      |

**SECOND:** The exact name, form and entity type, and jurisdiction for the Surviving Party are as follows:

| Name                          | Entity Type               | Jurisdiction |
|-------------------------------|---------------------------|--------------|
| Structured Asset Funding, LLC | limited liability company | Nevada       |

**THIRD:** The attached Agreement and Plan of Merger was approved by all parties to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**FOURTH:** The attached Agreement and Plan of Merger was approved by all parties to the merger in accordance with the applicable provisions of laws of the State of Nevada.

**FIFTH:** The effective date of the merger is the later of the (i) filing of this Certificate of Merger with the Florida Secretary of State and (ii) filing of the Articles of Merger for the Surviving Party with the Nevada Secretary of State.

**SIXTH:** The principal office address and jurisdiction of the Surviving Party is as follows:

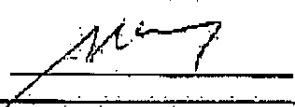
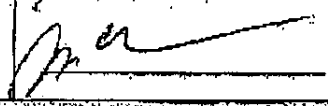
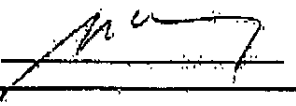
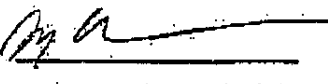
| Address   | Jurisdiction |
|---|--------------|
| Structured Asset Funding, LLC<br>PMB #314<br>502 East John Street, Room E<br>Carson City, Nevada 89706-3078 | Nevada       |

**SEVENTH:** The surviving party, Structured Asset Funding, LLC, a Nevada limited liability, agrees to pay any members of the merging party, Structured Asset Funding, LLC, a Florida limited liability company, with appraisal rights the amount to which members are entitled under Sections 608.4351-43595 of the Florida Statutes.

H10000185814 3

**EIGHTH:** The Surviving Party is, simultaneous with the filing of this Certificate of Merger, authorized to transact business in Florida.

**NINTH:** Signatures

| SURVIVING PARTY  | SIGNATURE   | NAME, TITLE                             |
|--|---|---|
| Structured Asset Funding, LLC, a Nevada limited liability company  |    | Andrew Savvsky, President               |
| Structured Asset Funding, LLC, a Nevada limited liability company  |    | Michael Asseff, Chief Executive Officer |
|  |   |   |
| MERGING PARTY  | SIGNATURE   | NAME, TITLE                             |
| Structured Asset Funding, LLC, a Florida limited liability company |  | Andrew Savvsky, Manager                 |
| Structured Asset Funding, LLC, a Florida limited liability company |  | Michael Asseff, Manager                 |

H10000185814 3

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger made and entered into as of the Effective Date between the following limited liability companies (each, a "Constituent LLC" and collectively, the "Constituent LLCs"):

Structured Asset Funding, LLC, a Nevada limited liability company (the "Surviving LLC"); and

Structured Asset Funding, LLC, a Florida limited liability company (the "Merged LLC").

1. **Merger Description** The Surviving LLC and the Merged LLC shall, pursuant to the Florida Business Limited Liability Company Act (Chapter 608 of the Florida Statutes) and Nevada Revised Statutes Chapters 86 (entitled Limited Liability Companies) and 92A, entitled (Mergers, Conversions, Exchanges and Domestications), execute and undergo a merger ("Merger"), in which the Constituent LLCs shall be merged and the separate existence of the Merged LLC will cease and the Surviving LLC shall be the surviving limited liability company. The Surviving LLC shall operate under the name Structured Asset Funding, LLC, a Nevada limited liability company. The Merged LLC shall cease at the effective time and date of the merger as provided in the Florida Business Limited Liability Company Act.
2. **Effective Date** This Merger shall be effective upon the date ("Effective Date"), which is the later of (i) filing of the Certificate of Merger in the State of Florida and (ii) filing of the Articles of Merger in the State of Nevada.
3. **Approvals** The undersigned hereby certify that this Agreement and Plan of Merger was unanimously adopted in resolutions of the Members and Managers of the Merged LLC, and of the Managing Members of the Surviving LLC.
4. **Articles of Organization and Operating Agreement** The Articles of Organization and Amended and Restated Operating Agreement of the Surviving LLC in effect at the time the Merger becomes effective shall be and remain the Articles of Organization and Operating Agreement of the Surviving LLC, except as amended as provided in the Articles of Merger of the Surviving LLC, and thereafter shall remain effective until the same are further altered, amended, or repealed as therein provided and in the manner prescribed by the Nevada Revised Statutes Chapter 86, entitled Limited Liability Companies.
5. **Managing Members** The Managing Members of the Surviving LLC have resigned as of the time the Merger becomes effective and shall be replaced by the new Managing Member of the Surviving LLC as provided under the Amended and Restated Operating Agreement of the Surviving LLC, until successors are duly elected and qualified under Nevada Revised Statutes Chapter 86, entitled Limited Liability Companies and the Amended and Restated Operating Agreement of the Surviving LLC.
6. **Disposition of Interests** Upon the Merger becoming effective all membership interests (i.e., all rights title and interests) of the members of the Merged LLC shall automatically be converted on a 1:1 basis into membership interests in the Surviving LLC. All membership interests in the Merged LLC shall then be deemed canceled. Automatically upon the Merger becoming effective, the members of the Surviving LLC shall have contributed their membership interests in the Surviving LLC to Structured Asset Holdings, LLC, a Florida limited liability company ("Parent"). Both immediately

H100001858143

prior to, and immediately after, the Merger, the ownership interests, and ownership percentages, of the membership interests in Parent remain the same. The relative rights and obligations with respect to the membership interests of the Surviving LLC shall be governed by the Amended and Restated Operating Agreement of the Surviving LLC.

7. Filing of Documents The Constituent LLCs shall cause to be executed and/or recorded any document or documents required to be filed for this Merger under the laws and regulations of the State of Florida, and the State of Nevada, and that they will perform or cause to be performed all necessary acts in those jurisdictions and elsewhere to effectuate the merger.

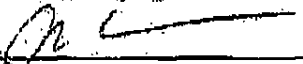
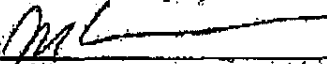
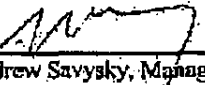

8. Dissenters Rights The members of the Merged LLC dissenting from the Merger, if any, are entitled, if they comply with the provisions of Sections 608.4351 - 43595 of the Florida Limited Liability Company Act, to be paid the appraised fair value of their shares.

9. Execution of Necessary Acts The Managers of the Merged LLC, and the Managing Members of the Surviving LLC, are hereby authorized, empowered, and directed to do any and all acts, and execute, make, deliver, file and/or record any and all documents necessary to carry out or put into effect this Agreement and Plan of Merger and the actual Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed and acknowledged by the Members, Managers and Managing Members, as applicable, of the Constituent LLCs on the date first written above.

[Signatures appear on the following page]

[Signature page to Agreement and Plan of Merger by and between Structured Asset Funding, LLC, a Nevada limited liability company, and Structured Asset Funding, LLC, a Florida limited liability company]

| MERGED LLC:   | SURVIVING LLC:   |
|---|--|
| Structured Asset Funding, LLC, a Florida limited liability company  | Structured Asset Funding, LLC, a Nevada limited liability company  |
| By: <br>Michael Asseff, Manager  | By: <br>Michael Asseff, Managing Member  |
| By: <br>Andrew Savysky, Manager | By: <br>Andrew Savysky, Managing Member |