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sent By: MASTRIANA AND CHRISTIANSEN PA; 954 566 9219; Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : MASTRIANA & CHRISTIANSEN, P.A.
Account Number : I19990000141
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MERGER OR SHARE EXCHANGE

GKR ASSOCIATES, LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. GKR ASSOCIATES, INC., A FLORIDA CORPORATION 1500 N. Federal Highway, Suite 200 Fort Lauderdale, FL 33304	Florida	Corporation
Florida Document/Registration Number: P03000039636		FEI Number: 61-1447542
2. GKR ASSOCIATES, LLC 940 NW 1 st Street Fort Lauderdale, FL 33311	Florida	Limited Liability Company

Florida Document/Registration Number: L03000020638

FEI Number: 14-1888139

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

GKR ASSOCIATES, LLC 940 NW 1 st Street Fort Lauderdale, FL 33311	Florida	Limited Liability Company
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Florida Document/Registration Number: L03000020638

FEI Number: 14-1888139

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by GKR Associates, Inc., a Florida Corporation and GKR Associates, LLC in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The Surviving Entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to sections 607.1108(5) and 608.4381(2), Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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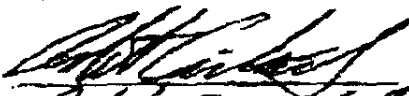
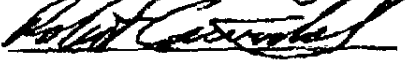
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SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed</u>
GKR Associates, Inc., A Florida Corporation		Robert Carmichael, President
GKR Associates, LLC		Robert Carmichael, Managing 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 sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
GKR Associates, Inc., a Florida Corporation	Florida
GKR Associates, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
GKR Associates, LLC	Florida

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

All assets and liabilities of GKR Associates, Inc. (otherwise referred to as the "merger target") will be combined with those of GKR Associates, LLC (otherwise referred to as the "surviving entity") in a tax-free business combination in accordance with Florida Statutes and United States Treasury Regulations. No cash (or boot) will change hands as a result of this merger. GKR Associates, Inc. will be fully liquidated, and GKR Associates, LLC will be the surviving entity, and will take title to all assets, and assume all liabilities of GKR Associates, Inc.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of this merger, the stockholders of GKR Associates, Inc. will tender all of their common shares, interests and obligations to the corporate secretary of GKR Associates, LLC in the same proportion as their ownership of the merger target, GKR Associates, Inc. No party to this transaction will receive cash (or boot) relative hereto. All interests, membership units, obligations and/or other securities in the surviving entity will be owned by the same entities in the same proportion as that owned in the merger target.

- B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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There are no rights to acquire interests, shares, obligations, or other security of either the merger target or the surviving entity.

FIFTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Robert Carmichael, Managing Member
940 NW 1st Street
Fort Lauderdale, FL 33311

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