

Division of Corporations

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

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
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MERGER OR SHARE EXCHANGE

Heller 301 Partners Investors, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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B. KOHR

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EXAMINER

**CERTIFICATE OF MERGER
OF
HELLER 301 PARTNERS INVESTORS ACQUISITION, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
INTO
HELLER 301 PARTNERS INVESTORS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Chapter 608, Florida Statutes, Section 608.4382 of the Florida Limited Liability Company Act, the undersigned Florida limited liability companies adopt the following Certificate of Merger:

1. Heller 301 Partners Investors Acquisition, LLC, a Florida limited liability company, whose address is 1951 N.W. 19th Street, Suite 200, Boca Raton, FL 33431, and Heller 301 Partners Investors, LLC, a Florida limited liability company, whose address is 1951 N.W. 19th Street, Suite 200, Boca Raton, FL 33431, being validly and legally formed under the laws of the State of Florida, have adopted the Plan of Merger (the "Plan of Merger") which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The name and address of the surviving limited liability company is as follows:

Heller 301 Partners Investors, LLC
1951 N.W. 19th Street, Suite 200
Boca Raton, FL 33431

3. The Plan of Merger meets the requirements of Section 608.4381, Florida Statutes, and was approved by each limited liability company in accordance with Chapter 608, Florida Statutes.

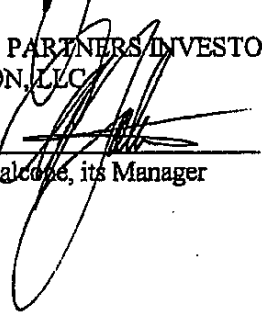
4. The Plan of Merger shall become effective upon the filing of this Certificate of Merger with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 11th day of January, 2008.

HELLER 301 PARTNERS INVESTORS,
LLC

By: 
Arthur J. Falcone, its Manager

HELLER 301 PARTNERS INVESTORS
ACQUISITION, LLC

By: 
Arthur J. Falcone, its Manager

PLAN OF MERGER

THIS PLAN OF MERGER is made this 13th day of November, 2007, between **HELLER 301 PARTNERS INVESTORS, LLC**, a Florida limited liability company (the "Surviving Company"), **HELLER 301 PARTNERS INVESTORS ACQUISITION, LLC**, a Florida limited liability company (the "Absorbed Company"), and **FALCON AV INVESTORS, LLC**, a Delaware limited liability company ("Falcon AV Investors").

R E C I T A L S:

A. The Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1951 N.W. 19th Street, Suite 200, Boca Raton, Florida 33431.

B. The Absorbed Company is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1951 N.W. 19th Street, Suite 200, Boca Raton, Florida 33431.

C. Falcon AV Investors is the sole member of Absorbed Company and formed this entity for the sole purpose of merging it into the Surviving Company.

D. The following Plan of Merger was adopted and approved by each party to the merger in accordance with chapter 608.438 of the Florida Limited Liability Company Act (the "Act") and other applicable sections of the Act.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true.
2. **Names of Merging Entities.** The name and address of the entities planning to merge are as follows:

- a. Heller 301 Partners Investors, LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431
- b. Heller 301 Partners Investors Acquisition, LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431

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3. **Surviving Company.** The name and address of the Surviving Company are as follows:

Heller 301 Partners Investors, LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431

4. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

5. **Conversion of Member Interest.** The manner and basis of converting the member interests of the Absorbed Company into member interests of the Surviving Company and the manner and basis of converting rights to acquire member interest of the Absorbed Company into rights to acquire member interest of the Surviving Company are as follows:

a. Prior to the merger, the Surviving Company had two (2) classes of members, Class A Members and Class B Members, and the Absorbed Company was wholly-owned by Falcon AV Investors, its sole member. Upon the effective date of the merger, the Surviving Company shall be wholly-owned by Falcon AV Investors.

b. The following conversions shall be effected upon the effective date of the merger:

(i) Each Class A Member (other than Members who validly effect appraisal rights under the Act) shall be entitled to receive a cash payment equivalent to \$900 for each one-hundredth of one percent interest (.01%) owned by the Class A Member in conversion of his or her Class A membership interests.

(ii) Each outstanding Class B membership interest shall be cancelled;
and

(iii) Falcon AV Investors' membership interest in the Absorbed Company shall be exchanged and converted into a membership interest in the Surviving Company.

6. **Changes in Articles of Organization.** The articles of organization of the Surviving Company shall continue to be its articles of organization following the effective date of the merger.

7. **Effective Date of Merger.** The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

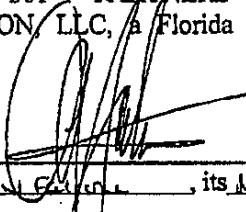
[SIGNATURE PAGE FOLLOWS]

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

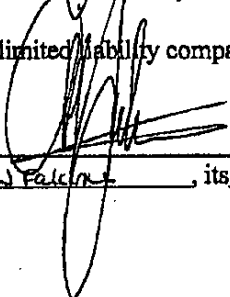
HELLER 301 PARTNERS INVESTORS, LLC
a Florida limited liability company

By: 
Arthur J. Falcone, its Manager

HELLER 301 PARTNERS INVESTORS
ACQUISITION, LLC, a Florida limited liability
company

By: 
Arthur J. Falcone, its Manager

FALCON AV INVESTORS, LLC
a Delaware limited liability company

By: 
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