

Division of Corporations

LD5000016104

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE**Hobojo Investment, LLC**

Certificate of Status	0
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80.00

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**CERTIFICATE OF MERGER
OF
HOBOJO INVESTMENT COMPANY, a Florida general partnership
WITH AND INTO
HOBOJO INVESTMENT, LLC, a Florida limited liability company**

The following Certificate of Merger is being submitted in accordance with Section 620.8918 and Section 608.4382, Florida Statutes.

FIRST: The exact name, jurisdiction and entity type for the merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOBOJO INVESTMENT COMPANY GP0600000919	Florida	General Partnership

SECOND: The exact name, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOBOJO INVESTMENT, LLC Florida Document/Registration Number: L05000016104	Florida	Limited Liability Company

THIRD: The attached Agreement and Plan of Merger was approved by HOBOJO INVESTMENT COMPANY and HOBOJO INVESTMENT, LLC in accordance with Chapter 620 and Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

[Signatures appear on the following page.]

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, HOBOJO INVESTMENT COMPANY and HOBOJO INVESTMENT, LLC have caused this Certificate of Merger to be signed this 1 day of May, 2006.

MERGING ENTITY:

HOBOJO INVESTMENT COMPANY,
a Florida general partnership

By: [Signature]
Harvey Oxenberg, a General Partner

By: HOBOJO INVESTMENT, LLC,
a Florida limited liability company,
a General Partner

By: [Signature]
Harvey Oxenberg,
as Managing Member &
President

SURVIVING ENTITY:

HOBOJO INVESTMENT, LLC, a
Florida limited liability company

By: [Signature]
Harvey Oxenberg, Managing Member
and President

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**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
HOBOJO INVESTMENT COMPANY
AND
HOBOJO INVESTMENT, LLC**

The following Agreement and Plan of Merger, was adopted and approved by each party to the merger in accordance with the provisions of Section 620.8917 of the Florida Revised Uniform Partnership Act ("RUPA") and Section 608.4381 of the Florida Limited Liability Act (the "LLC Act"), and is being submitted in accordance with Section 620.8916(2) of RUPA and Section 608.438 of LLC Act.

FIRST: The exact name and jurisdiction of organization of the merging entity (the "Merging Entity") is as follows:

Name of Merging Entity

Jurisdiction of Merging Entity

HOBOJO INVESTMENT COMPANY

Florida

SECOND: The name of the surviving entity is HOBOJO INVESTMENT, LLC, a Florida limited liability company (the "Surviving Entity").

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

As of the effective date of the merger, the Merging Entity shall be merged with and into the Surviving Entity, and as of such date, the Surviving Entity shall assume all the rights, privileges and obligations of the Merging Entity and shall continue to exist under the laws of the State of Florida, and the Merging Entity shall cease to exist.

As of the effective date of the merger, the Articles of Organization of the Surviving Entity shall remain in effect until thereafter amended or restated as provided therein or by the LLC Act.

FOURTH: 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:

As of the effective date of the merger, by virtue of the merger and without any action on the part of the Surviving Entity or the Merging Entity, all outstanding general partnership interests of the Merging Entity shall be canceled and all the membership interests of the Surviving Entity shall remain outstanding and unchanged.

[Signatures appear on the following page.]

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IN WITNESS WHEREOF, HOBOJO INVESTMENT COMPANY and HOBOJO INVESTMENT, LLC have caused this Agreement and Plan of Merger to be signed this 28 day of April, 2006.

MERGING ENTITY:

HOBOJO INVESTMENT COMPANY,
a Florida general partnership

By: [Signature]
Harvey Oxenberg, a General Partner

By: HOBOJO INVESTMENT, LLC,
a Florida limited liability company,
a General Partner

By: [Signature]
Harvey Oxenberg,
as Managing Member &
President

SURVIVING ENTITY:

HOBOJO INVESTMENT, LLC, a
Florida limited liability company

By: [Signature]
Harvey Oxenberg, Managing Member
and President

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