

1-20-08 14-58
Division of CorporationsT-305 P.01/05 F-100
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Florida Department of State
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MERGER OR SHARE EXCHANGE

MJ HEALTH CENTERS, LLC

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T-334 P.02/05 F-183

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**CERTIFICATE OF MERGER
OF
V&S HEALTHCARE SERVICES, LLC
INTO
MJ HEALTH CENTERS, LLC**

The following certificate of merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MJ HEALTH CENTERS, LLC	Florida	Limited Liability Company
V&S HEALTHCARE SERVICES, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MJ HEALTH CENTERS, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger, attached as Exhibit A was approved by the Survivor and V&S, both parties to the merger, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

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(MUNICIPALITY)


IN WITNESS WHEREOF, this Certificate of Merger has been executed on
behalf of the parties hereto on January 19, 2006.

MJ HEALTH CENTERS, LLC

By: 
Name: Jorge Fernandez, Member

V&S HEALTHCARE SERVICES, LLC

By: MJ Health Centers, LLC, Its Sole Member

By: 
Name: Jorge Fernandez, Member

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EXHIBIT A PLAN OF MERGER

PLAN OF MERGER between V&S HEALTHCARE SERVICES, LLC ("V&S"), a Florida limited liability company, and MJ HEALTH CENTERS, LLC (the "Survivor"), a Florida limited liability company.

1. Merging Corporations. V&S and the Survivor desire to effect the merger (the "Merger") of V&S with and into the Survivor, with the Survivor to survive the Merger.
2. Terms and Conditions. V&S, pursuant to provisions 608.438 of the Florida Statutes, shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. The Merger shall become effective on the date on which the Certificate of Merger is filed with the Department of State of the State of Florida (the "Effective Date"). Upon the Effective Date, the existence of V&S shall cease and the Survivor shall assume the obligations of V&S.
3. Articles of Organization. As of the Effective Date, the Articles of Organization of the Survivor shall remain unchanged and shall continue to be the Articles of Organization for Survivor.
4. Operating Agreement. As of the Effective Date, the Operating Agreement of the Survivor shall remain unchanged and shall continue to be the Operating Agreement of Survivor.
5. Members. As of the Effective Date, the sole members of the Survivor shall continue to be as follows:

Jorge Luis Fernandez
8620 SW 85th Ave.
Miami, Florida 33143

Michael Joseph Camero
7887 SW 105 Place
Miami, Florida 33173
6. Members, Officers and Managers. The members, officers and managers of the Survivor in office on the Effective Date shall continue to be the members, officers and managers of the Survivor, who shall hold their respective positions and

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offices until their tenure is terminated in accordance with the Operating Agreement of the Survivor.

7. Conversion of Interests. Upon the Effective Date, all membership interest of the V&S shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor, as V&S will be merged with and into Survivor, which is its only member and equityholder.
8. Rights to Acquire Units/Interests. There are no outstanding rights to acquire any interests, units, shares, obligations or other securities of V&S so that there is no need to convert such rights to interests, units, shares, obligations or other securities.

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