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Division of Corporations

Page 1 of 1

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MERGER OR SHARE EXCHANGE

LEPORE HOLDINGS, LLC

Certificate of Status	1
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H07000171292 3

CERTIFICATE OF MERGER

OF
LEPORE HOLDINGS II, LLC L06000038947
INTO
LEPORE HOLDINGS, LLC L05000108367

LEPORE HOLDINGS, LLC, a Florida limited liability company ("Lepore"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of LEPORE HOLDINGS II, LLC, a Florida limited liability company ("Lepore II"), with and into Lepore. Lepore shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Lepore in accordance with Section 608.4361, Florida Statutes.
3. The foregoing Plan of Merger was approved by Lepore II in accordance with the applicable laws of the State of Florida under which such entity was formed.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

LEPORE HOLDINGS, LLC,
a Florida limited liability company

By: 

Michael R. Lepore
As its Manager

LEPORE HOLDINGS II, LLC,
a Florida limited liability company

By: 

Michael R. Lepore
As its Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
PLAN OF MERGER
OF
LEPORE HOLDINGS II, LLC,
INTO
LEPORE HOLDINGS, LLC

LEPORE HOLDINGS II, LLC, a Florida limited liability company, and **LEPORE HOLDINGS, LLC**, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are **LEPORE HOLDINGS II, LLC**, a Florida limited liability company ("Lepore II"), and **LEPORE HOLDINGS, LLC**, a Florida limited liability company ("Lepore"). As a result of the merger, Lepore I shall be merged with and into Lepore. Lepore shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The membership interests of Lepore II will be cancelled. No change shall occur in the membership interests of Lepore.
4. The name and address of the sole member of Lepore will be MPL Properties, Inc., 31 Sarasota Center Boulevard, Sarasota, FL 34240.
5. Lepore is a manager-managed limited liability company, and its Manager is Michael R. Lepore.
6. This plan shall be submitted to the member and manager of Lepore II for approval. This plan shall be submitted to the member and manager of Lepore for approval. The Articles of Organization for Lepore will not differ from its Articles of Organization before the merger, and the sole member of Lepore will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
7. The member and manager of Lepore II, and the member and manager of Lepore are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
8. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
9. There are no other terms of or conditions to the merger.