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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**MERGER OR SHARE EXCHANGE**

**SCOOP SHORE CLUB INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



January 4, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SCOOP SHORE CLUB INC.  
532 BROADWAY 4TH FLOOR  
NEW YORK, NY 10012

SUBJECT: SCOOP SHORE CLUB INC.  
REF: P99000086355

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

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ARTICLES OF MERGER  
OF  
SCOOP SHORE CLUB INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(a Florida corporation)  
AND  
SCOOP SHORE CLUB MERGER LLC  
(a Florida limited liability company)

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, the entities herein named do hereby adopt the following articles of merger.

1. The Agreement and Plan of Merger (the "Plan of Merger") provides:

AGREEMENT AND PLAN OF MERGER, dated this 29<sup>th</sup> day of December, 2005, pursuant to Section 607.1101 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, between Scoop Shore Club Inc., a Florida corporation, and Scoop Shore Club Merger LLC, a Florida limited liability company.

1. Effective January 03, 2006, Scoop Shore Club Inc. hereby agrees to merge itself into Scoop Shore Club Merger LLC and said Scoop Shore Club Inc., shall be merged into Scoop Shore Club Merger LLC, which shall be the surviving entity.

2. The Certificate of Formation of Scoop Shore Club Merger LLC, which is the surviving entity, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Formation of the entity surviving this merger.

3. By virtue of the merger provided for in this agreement and without any other action on the part of Scoop Shore Club Inc., Scoop Shore Club Merger LLC or Scoop Management Inc., a New York corporation, the direct or indirect corporate parent of each of the constituent entities holding, directly or indirectly, 100% of all equity interests therein:

- (a) all the shares of common stock of Scoop Shore Club Inc., which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be cancelled; and

- (b) all the equity interests of Scoop Shore Club Merger LLC which shall be outstanding on the effective date of this merger, and all rights in respect

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thereof shall be and remain all the equity interests of Scoop Shore Club Merger LLC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. The terms and conditions of the merger are as follows:

(a) The LLC Operating Agreement of Scoop Shore Club Merger LLC as it shall exist on the effective date of this merger shall be and remain the LLC Operating Agreement of Scoop Shore Club Merger LLC until the same shall be altered, amended or repealed as therein provided.

(b) The officers of Scoop Shore Club Merger LLC shall continue in office until the next annual meeting of members and until their successors shall have been elected and qualified as provided in the LLC Operating Agreement of Scoop Shore Club Merger LLC.

(c) This merger shall become effective on January 03, 2006 pursuant to a filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, each of the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by its board of directors or sole member, as applicable, has caused this agreement to be duly executed on this 29<sup>th</sup> day of December, 2005.

2. The Plan of Merger was approved by the sole shareholder of Scoop Shore Club Inc. on December 29, 2005 in accordance with its organizational documents and the provisions of Chapter 607 Florida Business Corporation Act and by the sole member of Scoop Shore Club Merger LLC on December 29, 2005 in accordance with the provisions of Chapter 608 of the Florida Limited Liability Company Act.
3. The effective date of the merger is January 03, 2006.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this  
29th day of December, 2005.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SCOOP SHORE CLUB INC.

By

Name: Uzi Ben Abraham

Title: President and CEO

SCOOP SHORE CLUB MERGER LLC

By: SCOOP MANAGEMENT LLC,  
its sole member

By: SCOOP MANAGEMENT INC.,  
its sole member

By

Name: Uzi Ben Abraham

Title: President and CEO

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