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MERGER OR SHARE EXCHANGE

2 h realty associates, llc

Certificate of Status	0
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**ARTICLES OF MERGER, CERTIFICATE OF MERGER
AND PLAN OF MERGER**

These Articles of Merger, Certificate of Merger and Plan of Merger are made and entered into this 2 day of November, 2006, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities") and submitted in accordance with Florida Statute 620.8918:

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2H REALTY ASSOCIATES, LLC, a Florida limited liability company (the "Surviving Entity");
and

2 H REALTY ASSOCIATES, a Florida partnership (the "Merged Entity").

BACKGROUND

A. The Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on May 1, 2006. The members of the Surviving Entity and their respective participation interest percentages are:

JRH INVEST, LLLP	50%
BHH INVESTMENTS, LLLP	50%

The Surviving Entity is managed by its members, and the address of all members is at 1320 S. Dixie Hwy., Suite 940, Coral Gables, Florida 33146.

B. The Merged Entity is a Florida partnership organized and existing under the laws of the State of Florida. The partners of the Merged Entity and their respective stock interests in the Merged Entity are:

BERNARD HERSKOWITZ	50%
JEROME HERSKOWITZ	50%

C. The partners and members of the Constituent Entities have established that it is advisable for the general welfare and advantage of each of the Constituent Entities that they merge into a single limited liability company which shall not be a new limited liability company, but shall be the Surviving Entity, whose existence as a limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the members and partners of each of the Constituent Entities in accordance with the provisions of Florida law.

1. This Merger shall become effective immediately upon filing with the Florida Department of State (the "Effective Date").

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2. The names of the entities that are parties to the Merger are as follows:

- (a) 2 H REALTY ASSOCIATES, LLC, a Florida limited liability company.
- (b) 2 H REALTY ASSOCIATES, a Florida partnership.

3. The Surviving Entity shall be 2 H REALTY ASSOCIATES, LLC.

4. The undersigned hereby certify that this Plan was unanimously adopted and approved by all of the partners and members of each of the Constituent Entities, including all of the partners of the Merged Entity.

5. The Agreement of Members of the Surviving Entity in effect at the time the Merger becomes effective shall be and remain the Agreement of Members of the Surviving Entity until the same is altered, amended, or repealed.

6. The Merger will not effect any change in the Articles of Organization of the Surviving Entity.

7. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Entity shall cease and the Surviving Entity shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

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IN WITNESS WHEREOF, these Articles of Merger, Certificate of Merger and Plan of Merger have been executed and acknowledged by all of the members of the Surviving Entity on behalf of the Surviving Entity, and by a duly authorized officer of the Merged Entity.

2 H REALTY ASSOCIATES, LLC, a Florida limited liability company. Surviving Entity, by its members

BHH INVESTMENTS, LLLP, a Florida limited liability limited partnership by its general partner, BHH Holdings, LLC, a Florida limited liability company

By: Bernard Herskowitz
Bernard Herskowitz, Manager

JRH INVEST, LLLP, a Florida limited liability limited partnership by its general partner, JRH Holdings, LLC, a Florida limited liability company

By: Jerome Herskowitz
Jerome Herskowitz, Manager

2 H REALTY ASSOCIATES, a Florida partnership, Merged Entity

By: Bernard Herskowitz
BERNARD HERSKOWITZ, General Partner

By: Jerome Herskowitz
JEROME HERSKOWITZ, General Partner

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