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02

Division of Corporations

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**Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**MICHAEL PROPERTIES, L.L.C.**

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## TELECOPIER TRANSMITTAL

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## MESSAGE:

Please see attached Certificate of Merger for filing. Thank you.

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JUL-13-06 THU 10:45 AM BROAD AND CASSEL

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Fax Audit Number: H06000179162 3**CERTIFICATE OF MERGER**  
of**MICHAD PROPERTIES, L.L.C.**  
a Florida limited liability company  
(Document #L06000064749)

and

**MICHAD PROPERTIES, L.L.C.**  
a New Jersey limited liability company

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **MICHAD PROPERTIES, L.L.C.** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of New Jersey, the existence of which will cease, and **MICHAD PROPERTIES, L.L.C.** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The merger shall be effective as of the date of filing of these Articles of Merger with the Florida Department of State.

4. The Agreement and Plan of Merger was approved and adopted by the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act and the New Jersey Limited Liability Company Act.

5. The Surviving Entity will continue to exist under the name "**MICHAD PROPERTIES, L.L.C.**" pursuant to the provisions of the laws of the State of Florida.

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

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**[SIGNATURE PAGE TO CERTIFICATE OF MERGER]**

**IN WITNESS WHEREOF**, the parties hereto have caused this certificate to be executed effective as of the 5<sup>th</sup> day of July, 2006.

**DISAPPEARING ENTITY:**

**MICHAD PROPERTIES, L.L.C.,**  
a New Jersey limited liability company

By: Wayne H. Weiner  
Wayne H. Weiner, Manager

**SURVIVING ENTITY:**

**MICHAD PROPERTIES, L.L.C.,**  
a Florida limited liability company

By: Wayne H. Weiner  
Wayne H. Weiner, Manager

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**EXHIBIT "A"**  
**Agreement and Plan of Merger**

**AGREEMENT AND PLAN OF MERGER**

of

**MICHAD PROPERTIES, L.L.C.**  
a Florida limited liability company

and

**MICHAD PROPERTIES, L.L.C.**  
a New Jersey limited liability company

**THIS AGREEMENT AND PLAN OF MERGER** by and between **MICHAD PROPERTIES, L.L.C.**, which is a limited liability company organized under the laws of the State of New Jersey (the "Disappearing Entity"), and **MICHAD PROPERTIES, L.L.C.** which is a limited liability company organized under the laws of the State of Florida (the "Surviving Entity"), as approved by the members of each of the Disappearing Entity and the Surviving Entity and executed by each of the authorized manager of the Disappearing Entity and the Surviving Entity:

**WITNESSETH:**

**WHEREAS**, the Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of New Jersey; and

**WHEREAS**, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Manager of the Disappearing Entity and the Manager of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members of both entities and the members have approved the Agreement and Plan of Merger; and

**WHEREAS**, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of New Jersey.

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**NOW, THEREFORE,** in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida and the State of New Jersey permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the Manager of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.

3. Upon the approval of this Agreement and Plan of merger, Certificate of Merger complying with the applicable provisions of the New Jersey Limited Liability Company Act shall be duly executed by the Manager of each of the Disappearing Entity and the Surviving Entity, and shall be filed with New Jersey Division of Revenue.

4. The Surviving Entity shall continue its existence under the name of "MICHAEL PROPERTIES, L.L.C." pursuant to the provisions of the Florida Limited Liability Company Act.

5. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of New Jersey.

6. The capital and profits of each of the Disappearing Entity and the Surviving Entity are owned by the same persons in each entity and in identical percentages in each entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefore, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefore, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

7. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

8. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

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9. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

10. The Manager of the Surviving Entity upon the effective date of the merger shall continue to be the Manager of the Surviving Entity.

11. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The Manager of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

13. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

15. The Surviving Company's Manager is Wayne H. Weiner having an address of 16257 Mira Vista Lane, Delray Beach, Florida 33446.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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**[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]**

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 5<sup>th</sup> day of July, 2006.

**DISAPPEARING ENTITY:**

**MICHAD PROPERTIES, L.L.C.,**  
a New Jersey limited liability company

By: W H Weiner  
Wayne H. Weiner, Manager

**SURVIVING ENTITY:**

**MICHAD PROPERTIES, L.L.C.,**  
a Florida limited liability company

By: W H Weiner  
Wayne H. Weiner, Manager

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