

L06000081577

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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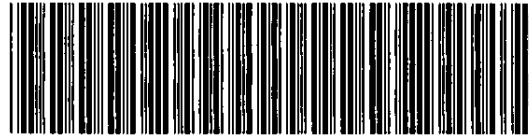
(Business Entity Name)

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AUG 8 2012
T. HAMPTON

THE
STRATEGICCOUNSEL
LAW FIRM, P.L.

August 1, 2012

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Certificate of Merger for
Florida Limited Liability Company
Dwyer Properties I, LLC and Dwyer Properties II, LLC
New York, NY 10036

Dear Sir or Madam,

Please find a Certificate of Merger for a Florida Limited Liability Company and a check for \$80.00 that consists of \$25.00 for each company and \$30.00 for a certified copy.

Thank you in advance for your assistance. If you have any questions, please feel free to contact me.

Very Truly Yours,


Colleen O'Rourke

Enclosures as noted.

Certificate of Merger

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For Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

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

| Name | Jurisdiction | Form/ Entity Type |
|---------------------------|----------------------|-----------------------------------|
| Dwyer Properties I, LLC | Florida L06000081573 | Florida Limited Liability Company |
| Dwyer Properties, II, LLC | Florida | Florida Limited Liability Company |

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

| Name | Jurisdiction | Form/ Entity Type |
|---------------------------|----------------------|-----------------------------------|
| Dwyer Properties, II, LLC | Florida L06000081577 | Florida Limited Liability Company |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger which cannot be prior to or more than 90 days after the date this document is filed by Florida Department of State:

n/a

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:





n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay any members with appraisal rights the amount, to which such members are entitled under ss 608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out of state entity not qualified to transact business in this state, the surviving entity:

n/a

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization | Signatures | Typed or Printed Name of Individual: |
|-----------------------------|---|---|
| Dwyer Properties I, LLC |  | Scott R. Dwyer manager/member |
| Dwyer Properties I, LLC |  | Elizabeth A. Dwyer, manager/member |
| Dwyer Properties II, LLC |  | Scott R. Dwyer manager/member |
| Dwyer Properties II, LLC |  | Elizabeth A. Dwyer, manager/member |

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PLAN OF MERGER

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

| Name | Jurisdiction | Form/ Entity Type |
|---------------------------|--------------|-----------------------------------|
| Dwyer Properties I, LLC | Florida | Florida Limited Liability Company |
| Dwyer Properties, II, LLC | Florida | Florida Limited Liability Company |

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

| Name | Jurisdiction | Form/ Entity Type |
|---------------------------|--------------|-----------------------------------|
| Dwyer Properties, II, LLC | Florida | Florida Limited Liability Company |

THIRD: The terms and conditions of the merger are as follows:

All real property shall be owned by Dwyer Properties II, LLC. and Scott Dwyer and Elizabeth Dwyer are member/managers, each owning 50 per cent of the company

FOURTH:

A: The manner and basis of converting the interests, shares, obligations or other securities of the survivor, in whole or in part into cash is as follows: Both Members shall own 50 percent of the surviving entity.

B: The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of each merged party into rights to acquire the interests, shares obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: N/A

FIFTH: Any statements that are required by the laws under such each other business entity is formed, organized, or incorporated are as follows: N/A

SIXTH: Other provisions, if any relating to the merger are as follows: None

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