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Division of Corporations

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Account Name : Berman Rennert Vogel & Mandler, PA
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Phone : (305)577-4177
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MERGER OR SHARE EXCHANGE

120 Park West, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$113.75

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**CERTIFICATE OF MERGER
For
Florida Limited Liability Company**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
138 Park West, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
120 Park West, LLC	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: The effective date of the merger is the date this document is filed with the Florida Department of State is December 18, 2007.

SIXTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Name of Individual:

138 Park West, LLC
By: SYG Investment Management Group, LLC, a Florida limited liability company, as sole Manager



Leonardo J. Caraballo
as Managing Member of SYG Investment Management Group, LLC

120 Park West, LLC
By: SYG Investment Management Group, LLC, a Florida limited liability company, as sole Manager



Leonardo J. Caraballo
as Managing Member of SYG Investment Management Group, LLC

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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
138 Park West, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
120 Park West, LLC	Florida	Limited Liability Company

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

Pursuant to the Merger Agreement between 138 Park West, LLC, a Florida limited liability company ("138 Park West") and 120 Park West, LLC, a Florida limited liability company ("120 Park West"), 138 Park West shall be merged with and into the 120 Park West (the "Merger"), whereupon the separate existence of 138 Park West shall cease and 120 Park West shall be the surviving entity.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the Merger, all membership interests of 138 Park West shall automatically be converted into the membership interests of 120 Park West. Upon completion of the Merger, each outstanding certificate representing 138 Park West membership interests is deemed without any action by the members, to represent the membership interests of 120 Park West.

B. The manner and basis of converting ~~rights to acquire~~ the interests, 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:

Upon the effective date of the Merger, all options and other rights to acquire 138 Park West membership interests immediately prior to the Merger shall automatically be converted into options and other rights to acquire the same membership interests of 120 Park West.

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