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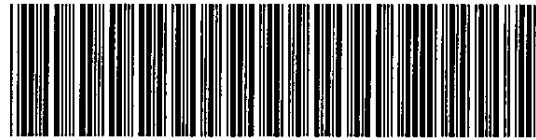
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Law Offices of  
**LOUIS A. SUPRASKI, P.A.**

Louis A. Supraski, Esq.  
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Real Estate  
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Roxana I. Nasco, Esq.  
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December 21, 2006

***VIA UPS***

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Merger of ZWH, LLC, a New York limited liability company  
Into ZWH Florida, LLC, a Florida limited liability company**

Ladies and Gentlemen:

Enclosed are the following:

- Certificate of Merger, and
- Check in the amount of \$80, which represents the filing fee and certified copy.

If you have any questions, please do not hesitate to call me.

Sincerely,

LAW OFFICES OF LOUIS A. SUPRASKI, P.A.

  
Roxana I. Nasco, Esq.

RIN/  
Enclosures

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
06 DEC 22 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following limited liability companies in accordance with Section 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>
ZWH, LLC	New York	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ZWH FLORIDA, LLC	Florida	Limited Liability Company

**THIRD:** The attached Plan of Merger was approved by each limited liability company that is a part to the merger in accordance with the applicable provisions of Chapters 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the State of New York.

**FIFTH:** The date of filing shall be the effective date of the merger.

ZWH, LLC,  
A New York limited liability company

By: Zeev W. Hechter  
ZEEV W. HECHTER,  
Managing Member

12/20/06

ZWH Florida, LLC  
a Florida limited liability company

By: Zeev W. Hechter  
ZEEV W. HECHTER  
Managing Member

12/20/06

## PLAN OF MERGER

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**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>
ZWH, LLC	New York	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ZWH, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the Merger are as follows:

- The membership interests in ZWH, LLC (hereinafter the "Merging LLC") will remain the same.
- The managing member of ZWH Florida, LLC (hereinafter the "Surviving LLC") will be Zeev W. Hechter.
- The terms and conditions of the Operating Agreement of the Merging LLC will survive the merger, except that such agreement will be governed by the laws of Florida.

**FOURTH:** 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 shall be governed by the terms of the Operating Agreement:

**FIFTH:** 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 shall be governed by the terms of the Operating Agreement:

**SIXTH:** The date of filing shall be the effective date of the merger.