

**L07000003253**

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**JEMH ASSOCIATES, LLC**

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AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of January 11, 2007, among JEMH ASSOCIATES, LLC, a Florida limited liability company ("JEMH-FL"), and JEMH ASSOCIATES, LLC, a Michigan limited liability company ("JEMH-MI"), under the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act")

JEMH-FL and JEMH-MI agree to and do hereby effect the merger of JEMH-MI with and into JEMH-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

**1. CONSTITUENT COMPANIES**

- a The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
JEMH ASSOCIATES, LLC	Florida	L07000003253	NONE	1/10/2007
JEMH ASSOCIATES, LLC	Michigan	NONE	B3145X	6/23/2005

- b The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

JEMH ASSOCIATES, LLC      Florida      L07000003253

**2. TERMS AND EFFECT OF MERGER**

- a On the Effective Date, JEMH-MI will cease to exist separately, and will be merged with and into JEMH-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act
- b On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of JEMH-FL prior to the consummation of the Merger

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**3. ARTICLES OF ORGANIZATION**

The Articles of Organization of JEMH-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC.

**4. FILING OF AGREEMENT**

To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act

**5. ADOPTION AND APPROVAL**

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of JEMH-FL and the Members of JEMH-MI in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

The Surviving LLC will be responsible for all fees and franchise taxes.

**6. COPIES OF THIS AGREEMENT**

An original, executed copy of this Agreement will remain on file at JEMH-FL's principal place of business, the address of which is 721 First Avenue North, St. Petersburg, Florida 33701, and upon request and without cost, JEMH-FL shall furnish a copy thereof to any member of JEMH-MI or JEMH-FL.

**7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW**

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above.

JEMH ASSOCIATES, LLC, a Florida  
limited liability company

By: Vicky Wood Kvicala

Vicky Wood Kvicala

Its: Authorized Agent

JEMH ASSOCIATES, LLC, a Michigan  
limited liability company

By: Vicky Wood Kvicala

Vicky Wood Kvicala

Its: Authorized Agent

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