

NOV. 18. 2008
Division

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Maison 12, LLC

Certificate of Status	0
Certified Copy	1
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EXAMINER

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**CERTIFICATE OF MERGER
OF****ISLAMORADA COTTAGES, INC.**
a Florida corporation

and

MAISON 12, LLC
a Florida 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 Certificate of Merger:

1. The names of the merging entities are **ISLAMORADA COTTAGES, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, the existence of which will cease, and **MAISON 12, LLC** (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 this Certificate of Merger with the Florida Department of State.

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

5. The Surviving Entity will continue to exist under the name "Maison 12, LLC" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

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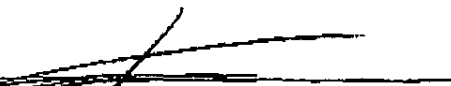
DISAPPEARING ENTITY:

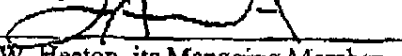
ISLAMORADA COTTAGES, INC., a Florida
corporation

By: 
George Heaton, its President

SURVIVING ENTITY:

MAISON 12, LLC,
a Florida limited liability company

By: 
Lynn D. Heaton, its Managing Member

By: 
Lee W. Heaton, its Managing Member

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TALLAHASSEE, FLORIDA

(Signature page to Certificate of Merger)

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EXHIBIT "A"
Agreement and Plan of Merger

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ISLAMORADA COTTAGES, INC.
a Florida limited liability company
and
MAISON 12, LLC
a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER by and between **ISLAMORADA COTTAGES, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, and **MAISON 12, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the board of directors and sole shareholder of the Disappearing Entity and the managing members of the Surviving Entity;

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida; 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 Board of Directors of the Disappearing Entity and the Managing Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the respective shareholders and members of both entities; 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.

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 permit such a merger.

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

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3. The Surviving Entity shall continue its existence under the name of "MAISON 12, LLC" pursuant to the provisions of the Florida Limited Liability Company Act, and all of the property, rights, privileges, powers and franchises of each of the Surviving Entity and the Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each of the Surviving Entity and the Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

4. 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 Florida.

5. As a result of the merger, the issued and outstanding ownership interests in the Disappearing Entity shall be exchanged for eighty percent (80%) of the issued and outstanding ownership interest of the Surviving Entity.

6. 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.

7. 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.

8. 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.

9. Upon the effective date of the merger, the Surviving Entity shall be managed by one managing member. Hence, the name and business address of the managing member of the Surviving Entity shall be George Heaton, 2655 North Ocean Drive, Suite 310, Singer Island, Florida 33404.

10. 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The board of directors of the Disappearing Entity and the managing members of 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.

12. 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.

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13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

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

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 12th day of November, 2008.

DISAPPEARING ENTITY:

ISLAMORADA COTTAGES, INC., a Florida corporation

By: 

George Heaton, its President

SURVIVING ENTITY:

MAISON 12, LLC,
a Florida limited liability company

By: 

Linn D. Heaton, its Managing Member

By: 

Lee W. Heaton, its Managing Member

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