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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-22-10, AB



THOMAS A. MOSELEY
CHARTERED
A Private Law Firm

Thomas A. Moseley
Attorney at Law

1724 Manatee Avenue West
Bradenton, Florida 34205
Phone 941.747.8185
Fax 941.744.0968
tom@bradentonattorneyatlaw.com
bradentonattorneyatlaw.com

Board Certified: Wills, Trusts and Estates • Mortgage, Real Estate and Business Law

November 11, 2010

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

RE: Historic YBOR Properties LLC., A Nevada Limited Liability Company

Dear: Sir/Madam

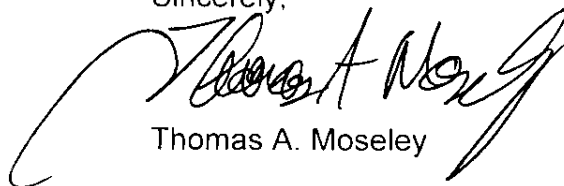
The enclosed Certificate of Merger and fee(s) are submitted for filing. Please return all correspondence concerning this matter to:

Thomas Moseley
Thomas A. Moseley Chartered
1724 Manatee Avenue West
Bradenton, FL 34205

tom@bradentonattorneyatlaw.com

For Further information concerning this matter, please call:
Thomas Moseley at (941) 747 - 8185

Sincerely,



Thomas A. Moseley

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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER dated November 9, 2010 by and between HISTORIC YBOR PROPERTIES, LLC, a Florida limited liability company ("YBOR-Florida") and HISTORIC YBOR PROPERTIES, LLC., a Nevada limited liability company ("YBOR-Nevada") are entered into pursuant to Florida Statute §608.438 and Nevada Statutes;

9, 2010 YBOR-Florida and YBOR-Nevada adopted the Plan of Merger on November 9, 2010 setting forth,

(a) YBOR-Florida and YBOR-Nevada have agreed that YBOR-Florida shall merge into YBOR-Nevada in accordance with the applicable laws of the State of Florida and the State of Nevada;

(b) The manner and basis of converting and exchanging the ownership units of YBOR-Florida into ownership units of YBOR-Nevada shall be as follows:

(i) On the effective date each ownership unit of YBOR-Florida, issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of the ownership units of YBOR-Florida, shall be converted into and exchanged for one ownership unit of YBOR-Nevada.

(ii) Each issued and outstanding ownership unit of YBOR-Nevada shall continue as one ownership unit of the Surviving Limited Liability Company.

2. The effective date of this Certificate of Merger shall be the date of filing with the Secretary of State.

3. The date of adoption of the Plan of Merger by all of the members and managers of RDS-Florida and RDS-Nevada was November 9, 2010.

4. The complete signed Plan of Merger is on file at the registered office of RDS-Nevada.

IN WITNESS WHEREOF, YBOR-Florida and YBOR-Nevada acting through their duly authorized Managers, representing all parties to this Certificate of Merger set their hands and seals on the date set forth above.

HISTORIC YBOR PROPERTIES, LLC.

By: Jill Shepard
Name: Jill Shepard
Title: Manager

HISTORIC YBOR PROPERTIES, LLC.

By: Jill Shepard
Name: Jill Shepard
Title: Manager

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