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Division of Corporations

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DIVISION OF CORPORATIONSRECEIVED
2008 APR 15 AM 8:00
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TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE**

Good Show, LLC

Certificate of Status	0
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Estimated Charge	\$58.75

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0002/0003

**CERTIFICATE OF MERGER
OF
SANS SOUCI, LLC
WITH AND INTO
GOOD SHOW, LLC**

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

FIRST: The exact name, entity type, and jurisdiction for each of the merging parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sans Souci, LLC	Florida	L05-471del limited liability company
Good Show, LLC	Florida	L07-76284 limited liability company

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

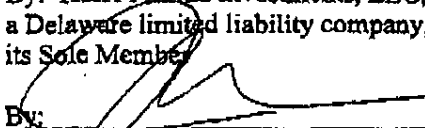
<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Good Show, LLC	Florida	L07-76284 limited liability company

THIRD: The attached plan of merger was approved by both of the Florida limited liability companies that are a party to the merger in accordance with the applicable provisions of the Act.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 15 day of April 2008.

SANS SOUCI, LLC, a Florida
limited liability company

By: H&H Florida Investments, LLC,
a Delaware limited liability company,
its Sole Member

By: 
Name: Jacob I. Sopher
Title: Manager

GOOD SHOW, LLC, a Florida
limited liability company

By: H H & B Florida, LLC,
a Florida limited liability company,
its Sole Member

By: 
Name: Jacob I. Sopher
Title: Manager

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0003/0003

PLAN OF MERGER

FIRST: The exact name, entity type, and jurisdiction for each of the merging parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sans Souci, LLC	Florida	limited liability company
Good Show, LLC	Florida	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Good Show, LLC	Florida	limited liability company

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

Upon the filing of a Certificate of Merger with the Florida Department of State (the "Effective Date"), Sans Souci, LLC shall merge with and into Good Show, LLC, with Good Show, LLC being the surviving entity in the merger, and the separate existence of Sans Souci, LLC shall cease. The merger shall have the effect as set forth in Section 608.4383 of the Florida Limited Liability Company Act.

FOURTH: The manner and basis of converting the membership interests of the merging party into membership interests of the surviving party is as follows:

Upon the Effective Date of the merger, the membership interests in Sans Souci, LLC, issued and outstanding immediately prior to the Effective Date shall be canceled, and the membership interests in Good Show, LLC issued and outstanding immediately prior to the Effective Date shall continue unaffected by the merger such that immediately after the Effective Date, H H & B Florida, LLC shall continue as the sole member of Good Show, LLC.

FIFTH: The articles of organization and operating agreement of Good Show, LLC as in effect immediately prior to the Effective Date shall continue in full force and effect without any amendment or other change as a result of the merger.

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