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CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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CONTACT: KATIE WONSCH

DATE: 09/12/07

REF. #: 000150.74426

CORP. NAME: REDH JVC, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 522865 FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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**CERTIFICATE OF MERGER**

The following Certificate of Merger is submitted to merge the following Florida Corporations and Florida Limited Liability Company, in accordance with section 608.4382, Florida Statutes.

**First:** The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
REDH Jax Corp.	Florida	Corporation
REDH Vistamar Corp.	Florida	Corporation
REDH Coral Gable Corp.	Florida	Corporation

P05 0000166647  
P05 000046961  
P05 000136393

**Second:** The name of and jurisdiction of the **surviving** business entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
REDH JVC, LLC	Florida	Limited Liability Company

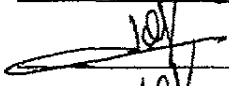
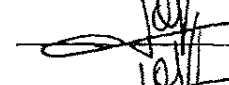

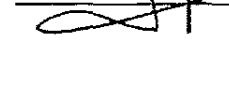
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

**Fifth:** The attached Plan of Merger was adopted by the sole Manager and the sole member of the surviving limited liability company on September 12, 2007.

**Sixth:** The attached Plan of Merger was adopted by the directors and shareholders of each merging corporation on September 12, 2007.

**Seventh:** Signatures for the merging corporation and the surviving limited liability company:

<u>Name of Entity</u>	<u>Signature of an Officer, Director or Manager</u>	<u>Name and Title</u>
REDH Jax Corp		Jorge Ortega, President
REDH Vistamar Corp.		Jorge Ortega, President
REDH Coral Gables Corp.		Jorge Ortega, President
REDH JVC, LLC		Jorge Ortega, Manager

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 608.438(3) of the Florida Statutes.

**First:** The name and jurisdiction of the Merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
REDH Jax Corp	Florida	Corporation
REDH Vistamar Corp.	Florida	Corporation
REDH Coral Gable Corp.	Florida	Corporation

**Second:** The name and jurisdiction of the **Surviving** limited liability company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
REDH JVC, LLC	Florida	Limited Liability Company

**Third:** The terms and conditions of the merger are as follows:

1. The constituent entities, REDH JVC, LLC (the "Surviving Limited Liability Company") and (i) REDH Jax Corp, (ii) REDH Vistamar Corp. and (iii) REDH Coral Gables Corp. (each, a "Merging Corporation"), shall, pursuant to applicable provisions of the Florida Business Corporation Act and the provisions of the Florida Limited Liability Company Act, be merged with and into a single limited liability company, to wit, REDH JVC, LLC. Upon the date of filing of the Certificate of Merger with the Florida Department of State (the "Effective Date"), the Surviving Limited Liability Company shall continue to exist under its present name pursuant to the provisions of the laws of the State of Florida and the separate existence of each Merging Corporation shall cease in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Organization and the Operating Agreement of the Surviving Limited Liability Company upon the Effective Date of the merger shall be the Articles of Organization and the Operating Agreement of the Surviving Limited Liability Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. Upon the Effective Date, the Surviving Limited Liability Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Surviving Limited Liability Company and the Merging Corporations, and all obligations belonging to or due to each of the Surviving Limited Liability Company and the Merging Corporations, all of which shall be vested in the Surviving Limited Liability Company without further act or deed. The Surviving Limited Liability Company shall be liable for all the obligations of the Surviving Limited Liability Company and the Merging Corporations; any claim existing, or action or proceeding pending, by or against the Surviving Limited Liability Company and the

Merging Corporations, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place; and all the rights of creditors of each of the Surviving Limited Liability Company and the Merging Corporations shall be preserved unimpaired.

4. The Manager of the Surviving Limited Liability Company upon the Effective Date shall continue to be the Manager of the Surviving Limited Liability Company, whom shall hold his position until the election and qualification of his respective successor or until his tenure is otherwise terminated in accordance with the operating agreement of the Surviving Limited Liability Company.

5. The Board of Directors of each Merging Corporation and the Manager of the Surviving Limited Liability Company are authorized to amend the Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in the applicable law. Any amendments to, or a restatement of, the articles of organization or the operating agreement of the Surviving Limited Liability Company, and such amendments or restatement shall be effective at the effective date of the merger.

6. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the Merging Corporation for their adoption or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Merging Corporation with and into the Surviving Limited Liability shall be authorized in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

7. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of each Merging Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of each Merging Corporation with and into the Surviving Limited Liability Company shall have been duly authorized in compliance with the Florida Limited Liability Company Act, each Merging Corporation and the Surviving Limited Liability Company hereby stipulate that they shall 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 shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending the Plan of Merger.

8. The Board of Directors and the proper officers of each Merging Corporation and the Manager of the Surviving Limited Liability Company, 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 Plan of Merger or of the merger herein provided for.

9. At any time before the effective date of the merger, this Plan of Merger may be terminated and the merger may be abandoned for any reason whatsoever by the Board of Directors of the Merging Corporation or the Manager of the Surviving Limited Liability Company, or by both, by the adoption of appropriate resolutions and written notification thereof to the other party to the

merger, notwithstanding the approval of this Plan of Merger by the shareholders of the Merging Corporation or by the Manager of Surviving Limited Liability Company, or both. In the event of the termination of this Plan of Merger and the abandonment of the merger pursuant to the provisions of this section, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the constituent entities or their respective officers, directors, manager or shareholders in respect thereof, pursuant to the Florida Limited Liability Act and the Florida Business Corporation Act.

**Fourth:** Each issued and outstanding shares of each Merging Corporation shall, upon the Effective Date of the merger, be converted into the number of units in the Surviving Limited Liability Company as agreed upon by the parties based upon the respective fair market values of each Merging Corporation.

**Fifth:** This Plan of Merger shall be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

**IN WITNESS WHEREOF**, each of the undersigned entities has caused this Plan of Merger to be signed in its corporate name by its duly authorized officer, the 12<sup>th</sup> day of September, 2007.

**REDH Jax Corp**

By:   
Jorge Ortega, President

**REDH Vistamar Corp.**

By:   
Jorge Ortega, President

**REDH Coral Gables Corp.**

By:   
Jorge Ortega, President

**REDH JVC, LLC.**

By:   
Jorge Ortega, Manager