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Merger

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09/24/07--01037--004 **25.00

07 OCT 25 AM 8:49
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

ALLAN H. LAMPORT

c/o The Facility Group, Inc.
2233 Lake Park Drive
Smyrna, Georgia 30080

September 19, 2007

by FEDEX

Registration Section
Division of Corporations
Department of State
State of Florida
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: The PHAHII Limited Liability Company

Gentlemen:

I am enclosing herewith for filing with you a Certificate of Merger relating to The PHAHII Limited Liability Company accompanied by a check in the amount of \$25.00 on account of the required filing fee.

Please note that pursuant to the enclosed Certificate of Merger The PHAHII Limited Liability Company, a limited liability company organized under the laws of the Commonwealth of Massachusetts, is being merged into The PHAHII Limited Liability Company, a limited liability company organized under the laws of the State of Florida.

Should you have any questions regarding the foregoing, please feel free to contact me [telephone number 772-589-1930].

Very truly yours,



Allan H. Lamport

CERTIFICATE OF MERGER
FOR
THE PHAHII LIMITED LIABILITY COMPANY

This Certificate of Merger is submitted to merge The PHAHII Limited Liability Company, a limited liability company organized under the laws of the Commonwealth of Massachusetts, into The PHAHII Limited Liability Company, a limited liability company organized under the laws of the State of Florida, in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, jurisdiction of organization and entity type for each merging entity in said merger is as follows:

<u>name</u>	<u>jurisdiction of organization</u>	<u>entity type</u>
The PHAHII Limited Liability Company	Massachusetts	limited liability company
The PHAHII Limited Liability Company	Florida	limited liability company.

SECOND: The exact name, jurisdiction of organization and entity type for the entity surviving said merger is as follows:

<u>name</u>	<u>jurisdiction of organization</u>	<u>entity type</u>
The PHAHII Limited Liability Company	Florida	limited liability company.

THIRD: The Plan of Merger attached hereto has been approved by each merging party in said merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The Plan of Merger attached hereto has been approved by each merging party in said merger in accordance with the applicable laws of the Commonwealth of Massachusetts.

FIFTH: Said merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida.

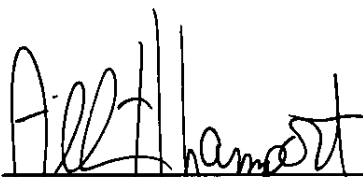
SIXTH: The entity surviving said merger is an entity organized under the laws of the State of Florida and the principal office address of the entity surviving said merger is 543 White Pelican Circle, Orchid, Florida 32963.

SEVENTH: The entity surviving said merger agrees to pay any member of either merging entity in said merger with appraisal rights the amount to which such member is or may be entitled under sections 608.4351 through 608.43595, Florida Statutes.

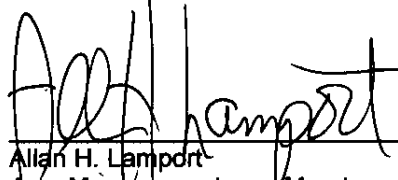
EIGHTH: The entity surviving said merger is an entity organized under the laws of the State of Florida and is qualified to transaction business in the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 OCT 25 AM 8:49

NINTH: This Certificate of Merger has been executed by each respective merging entity in said merger by an individual who is a manager and a member of each such respective merging entity.

A handwritten signature in black ink, appearing to read "Allan H. Lampport", written over a horizontal line.

Allan H. Lampport
as a Manager and as a Member
The PHAHII Limited Liability Company
[a limited liability company organized
under the laws of the State of Florida]

A handwritten signature in black ink, appearing to read "Allan H. Lampport", written over a horizontal line.

Allan H. Lampport
As a Manager and as a Member
The PHAHII Limited Liability Company
[a limited liability company organized
under the laws of the Commonwealth of
Massachusetts]

PLAN OF MERGER

This Plan of Merger relates to the merger of The PHAHII Limited Liability Company (the "Massachusetts Company"), a limited liability company organized under the laws of the Commonwealth of Massachusetts, into The PHAHII Limited Liability Company (the "Florida Company"), a limited liability company organized under the laws of the State of Florida.

FIRST: The exact name, jurisdiction of organization and entity type for each merging entity in said merger is as follows:

<u>name</u>	<u>jurisdiction of organization</u>	<u>entity type</u>
The PHAHII Limited Liability Company	Massachusetts	limited liability company
The PHAHII Limited Liability Company	Florida	limited liability company.

SECOND: The exact name, jurisdiction of organization and entity type for the entity surviving said merger is as follows:

<u>name</u>	<u>jurisdiction of organization</u>	<u>entity type</u>
The PHAHII Limited Liability Company	Florida	limited liability company.

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

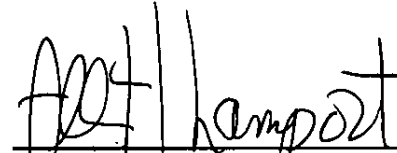
- a. The identity and the legal existence of the Florida Company shall be and remain unaffected and unimpaired by said merger.
- b. The identity of the Massachusetts Company shall by virtue of said merger be merged into the Florida Company and the legal existence of the Massachusetts Company shall cease and be cancelled immediately upon said merger.
- c. The Articles of Organization of the Florida Company in effect immediately prior to said merger shall be the Articles of Organization of the Florida Company in effect immediately upon and after said merger.
- d. The interest of each member in the Massachusetts Company immediately prior to said merger shall automatically by virtue of said merger be converted into an identical interest in the Florida Company.
- e. All property and assets of the Massachusetts Company immediately prior to said merger and all rights, interests, immunities, privileges, powers and franchises of the Massachusetts Company immediately prior to said merger shall by virtue of said merger transfer to and be vested in the Florida Company.
- f. All debts, liabilities, obligations and duties of the Massachusetts Company immediately prior to said merger shall by virtue of said merger be and become the debts, liabilities, obligations and duties of the Florida Company.
- g. A certificate of merger and cancellation evidencing and effecting said merger shall forthwith be filed with the Secretary of the Commonwealth of Massachusetts pursuant to the Limited Liability Company Act of the Commonwealth of Massachusetts and all other requirements imposed by the Limited Liability Company Act of the Commonwealth of Massachusetts in order to effect said merger shall forthwith be satisfied.
- h. A certificate of merger evidencing and effecting said merger shall forthwith be filed with the Secretary of State of Florida pursuant to the Limited Liability Company Act of the State of Florida and all other requirements imposed by the Limited Liability Company Act of the State of Florida in order to effect said merger shall forthwith be satisfied.
- i. Said merger shall be effective immediately upon the filing of certificates of merger as set forth hereinabove in items g and h in this Article THREE.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged entity in said merger into the interests, shares, obligations or other securities of the entity surviving said merger, in whole or in part, into cash or other property are set forth hereinabove in items d, e and f set forth in Article THREE.

FIFTH: There are no rights to acquire any interests, shares, obligations or other securities of any merging entity in said merger.

SIXTH: This Plan of Merger has been executed by each respective merging entity in said merger by an individual who is a manager and a member of each such respective merging entity.


Allan H. Lamport
as a Manager and as a Member
The PHAHII Limited Liability Company
[a limited liability company organized
under the laws of the State of Florida]


Allan H. Lamport
As a Manager and as a Member
The PHAHII Limited Liability Company
[a limited liability company organized
under the laws of the Commonwealth of
Massachusetts]