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DIVISION OF CORPORATIONS

N. Culligan MAR 22 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HEADQUARTER ORLANDO, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

BETSY PARENTI

Contact Person

FOWLER RODRIGUEZ VALDES-FAULI

Firm/Company

355 ALHAMBRA CIRCLE, SUITE 801

Address

CORAL GABLES, FL 33134

City, State and Zip Code

bparenti@frvf-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BETSY PARENTI

Name of Contact Person

at (786)

364-8480

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER

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The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of this principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Headquarter Orlando Real Estate, LLC 5895 N.W. 167 Street Hialeah, FL 33015	Florida	Limited Liability Company

Florida Document/Registration Number: L07000106028 FEI Number: 33-1189301

2. Headquarater Orlando, LLC 17700 State Road 50 Clermont, FL 34711	Florida	Limited Liability Company
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Florida Document/Registration Number: L07000106027 FEI Number: 33-1189293

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Headquarater Orlando, LLC 17700 State Road 50 Clermont, FL 34711	Florida	Limited Liability Company

Florida Document/Registration Number: L07000106027 FEI Number: 33-1189293

THIRD: The Attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity hereby appoints Judy L. Serra as its agent for service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or

members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent to each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

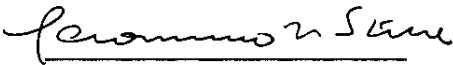
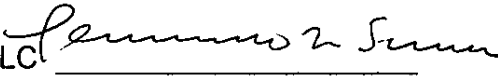
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Headquarter Orlando Real Estate, LLC		Jeronimo M. Esteve
Headquarter Orlando, LLC		Jeronimo M. Esteve

Dated this 15th day of November, 2010

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.


FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Headquarter Orlando Real Estate, LLC	Florida
Headquarter Orlando, LLC	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Headquarter Orlando, LLC	Florida

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

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1. Headquarter Orlando Real Estate, LLC and Headquarter Orlando, LLC shall become a single company with Headquarter Orlando Real Estate, LLC merging with and into Headquarter Orlando, LLC, which shall be the surviving company.
 2. The separate existence of Headquarter Orlando Real Estate, LLC shall cease in accordance with the laws of the State of Florida.
 3. Upon the merger becoming effective, all property, rights, privileges, and assets of every kind of Headquarter Orlando Real Estate, LLC shall be transferred to, vested in and devolved into Headquarter Orlando, LLC without further act or deed and all property rights and every other interests of Headquarter Orlando Real Estate, LLC shall be the property of Headquarter Orlando, LLC.
 4. All corporate acts, plans, policies, contracts, approvals and authorizations of Headquarter Orlando Real Estate, LLC, and its members, officers and agents, which were valid and effective immediately prior to the effective date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of Headquarter Orlando, LLC and shall be effective and binding thereon as the same were with respect to Headquarter Real Estate, LLC.

5. The assets, liabilities, reserves and accounts of Headquarter Orlando Real Estate, LLC shall be recorded on the books of Headquarter Orlando, LLC in the amounts at which they, respectively, had been carried on the books of Headquarter Orlando Real Estate, LLC, subject to such adjustments or elimination of intercompany items as may be appropriate in given effect to the merger.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each Headquarter Orlando Real Estate, LLC membership interest issued and outstanding prior to the Effective Date shall be cancelled and extinguished and shall be converted into membership interests in Headquarter Orlando, LLC at the Effective Date.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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All rights to acquire membership interests in Headquarter Orlando Real Estate, LLC prior to the Effective Date shall be cancelled and extinguished and shall convert into rights to acquire membership interest in Headquarter Orlando, LLC.

FIFTH: If a limited liability company is the surviving entity, the name and address of the manager, managing member are as follows:

Headquarter Orlando Ltd.
Managing Member
17700 State Road 50
Clermont, FL 34711

SIXTH: Other provisions, if any, relating to merger:

It is intended that the transaction described herein be a statutory merger, and that such merger shall qualify as a reorganization within the definition of Subparagraphs (a) (1) (A) of Section 368 of the Internal Revenue Code of 1986, as amended.

Dated this 15th day of November, 2010.

Surviving Entity

HEADQUARTER ORLANDO, LLC

By: *Jeronimo M. Esteve*

Jeronimo M. Esteve, its President

Merging Entity

HEADQUARTER ORLANDO REAL
ESTATE, LLC

By: *Jeronimo M. Esteve*

Jeronimo M. Esteve, its President

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