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MERGER OR SHARE EXCHANGE

St. Tropez Beach Developers, LLC

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|----------------------------------|
| St. Tropez Beach Developers, LLC 3211 Ponce de Leon Blvd., #301 Coral Gables, FL 33134 | Florida | profit limited liability company |
| Florida Document/Registration Number: L08000004318 | | FEI Number: 41-2267136 |

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|----------------------------------|
| St. Tropez Beach Developers, LLC 3211 Ponce de Leon Blvd., #301 Coral Gables, FL 33134 | Delaware | profit limited liability company |
| Florida Document/Registration Number: N/A | | FEI Number: N/A |

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
2. The present regulations of the surviving company will be the regulations of said surviving company and will 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. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.
4. All liabilities of the merging company shall become the responsibility of the surviving company.

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the sole member of the surviving company on FEBRUARY 12, 2008.

SIXTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

SEVENTH: Adoption of Merger by the Merging Company:

The Plan of Merger was adopted by the sole member of the merging company on FEBRUARY 12, 2008.

SEVENTH: SIGNATURE(S):

Dated: FEBRUARY 12, 2008.

St. Tropez Beach Developers, LLC, a Florida limited liability company

By: 
Joseph Milton, Manager

St. Tropez Beach Developers, LLC, a Delaware limited liability company

By: 
Joseph Milton, Manager

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ARTICLES OF MERGER
OF
ST. TROPEZ BEACH DEVELOPERS, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)

AND
ST. TROPEZ BEACH DEVELOPERS, LLC
(TERMINATING FOREIGN LIMITED LIABILITY COMPANY)

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

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

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|----------------------------------|
| St. Tropez Beach Developers, LLC 3211 Ponce de Leon Blvd., #301 Coral Gables, FL 33134 | Florida | profit limited liability company |

Florida Document/Registration Number: L08000004318 FEI Number: 41-2267136

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|----------------------------------|
| St. Tropez Beach Developers, LLC 3211 Ponce de Leon Blvd., #301 Coral Gables, FL 33134 | Delaware | profit limited liability company |

Florida Document/Registration Number: N/A FEI Number: N/A

THIRD: The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic and foreign limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

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5. Pursuant to the provisions of the Florida Limited Liability Company Act and the provisions of the Delaware Limited Liability Company Act, the surviving and merging companies shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Delaware Limited Liability Company Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) company shall, at the effective time of the merger, be cancelled. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The names and addresses of the managers of the surviving company are as follows:

Joseph Milton
3211 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134

Rex M. Barker
3211 Ponce de Leon Blvd, Suite 301
Coral Gables, FL 33134

Dated: FEBRUARY 12, 2008.

St. Tropez Beach Developers, LLC, a Florida limited liability company

By: 
Joseph Milton, Manager

St. Tropez Beach Developers, LLC, a Delaware limited liability company

By: 
Joseph Milton, Manager

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