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Division of Corporations

LEOPOLD KORN LEOPOLD SNY

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MERGER OR SHARE EXCHANGE
Chesterfield Hotel and Suites LLC

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with the provisions of Section 608.438, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity</u>
1. <u>Leon Suites, L.L.C.</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>841 Collins Avenue</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L03000035559</u>		
FEI Number: <u>113705974</u>		

2. <u>Chesterfield Hotel and Suites LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>855 Collins Avenue</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000004982</u>		
FEI Number: <u>650867949</u>		

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

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity</u>
<u>Chesterfield Hotel and Suites LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>855 Collins Avenue</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000004982</u>		
FEI Number: <u>650867949</u>		

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with the provisions of Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURES FOR EACH PARTY.

LEON SUITES, L.L.C., a Florida limited liability company

By: **PCCO INC., a Florida corporation, Managing Member**

By: _____

ADAM LIEBERMAN, President

CHESTERFIELD HOTEL AND SUITES LLC, a Florida limited liability company

By: **PCCO INC., a Florida corporation, Managing Member**

By: _____

ALAN LIEBERMAN, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with the provisions of Section 608.4381, Florida Statutes, is being submitted in accordance with the provisions of Section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
LEON SUITES, L.L.C.	State of Florida
CHESTERFIELD HOTEL AND SUITES LLC	State of Florida

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

CHESTERFIELD HOTEL AND SUITES LLC	State of Florida
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THIRD: The terms and conditions of the merger are as follows:

LEON SUITES, L.L.C. and CHESTERFIELD HOTEL AND SUITES LLC are hereby merged and the surviving entity shall be CHESTERFIELD HOTEL AND SUITES LLC. All assets of these two (2) limited liability companies shall be deemed to be owned by CHESTERFIELD HOTEL AND SUITES LLC.

FOURTH: The name and address of the Managing Member of the surviving entity is:

PCCO INC.
1680 Meridian Avenue, Suite 102
Miami Beach, Florida 33139