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DIVISION OF CORPORATIONS
08 MAR 31 AM 9:00

T. HAMPTON
APR -2 2008
EXAMINER

LARRY J. SPILKIN, P.C.

Attorney-at-Law

Larry J. Spilkin
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Thursday, March 27, 2008

Mailing Address:
P.O. Box 5039
Southfield, MI 48086-5039

Office Address:
29621 Northwestern Highway
Southfield, MI 48034

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

RE: BLUMENSTEIN FAMILY INVESTMENTS LLC, A FLORIDA LIMITED LIABILITY COMPANY

Dear Sir/Madam,

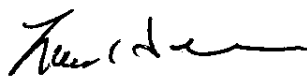
Enclosed herewith please find Certificate of Merger which we present for filing on behalf of our client, referenced above. Also enclosed is our check in the amount of \$50.00 in payment of the filing fees thereon. Please contact the undersigned if there are any questions or problems.

We would appreciate your returning the filed Articles to us in the enclosed self-addressed return envelope.

Thank you for your prompt attention to this matter.

Sincerely,

LARRY J. SPILKIN, P.C.



Larry J. Spilkin

nam
Enclosures

cc: Blumenstein Family Investments LLC

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blumenstein Family Investments, LLC	Delaware	LLC
Blumenstein Family Investments LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blumenstein Family Investments LLC	Florida	LLC L08000003929

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not applicable, surviving entity is Florida entity.

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

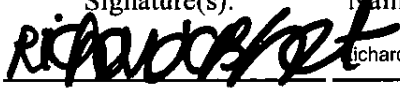

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a, surviving entity is Florida entity

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Blumenstein Family Investments, LLC		Richard C. Blumenstein, Manager
Blumenstein Family Investments LLC		Richard C. Blumenstein, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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FILED
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DIVISION OF CORPORATIONS
08 MAR 31 AM 9:00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blumenstein Family Investments, L.L.C.	Delaware	LLC
Blumenstein Family Investments LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blumenstein Family Investments LLC	Florida	LLC

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

See attached sheet

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each membership interest of Blumenstein Family Investments, L.L.C., a Delaware limited liability company shall be converted and exchanged for an identical membership interest in Blumenstein Family Investments LLC, a Florida limited liability company.

(Attach additional sheet if necessary)

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

There are no outstanding rights to acquire interests, shares, obligations or other securities of Blumenstein Family Investments, L.L.C., a Delaware limited liability company, or Blumenstein Family Investments LLC, a Florida limited liability company.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

This merger is intended to qualify under the Internal Revenue Code of 1986, as amended, as a domiciling re-organization transferring the domicile of the merged limited liability company to the domicile of the surviving limited liability company which is Florida.

(Attach additional sheet if necessary)

**Blumenstein Family Investments, LLC, a Delaware limited liability company
Blumenstein Family Investments LLC, a Florida limited liability company
Plan of Merger
THIRD ARTICLE**

1. Blumenstein Family Investments, LLC, a Delaware limited liability company ("LLC"), shall be merged with and into Blumenstein Family Investments LLC, a Florida limited liability company ("Surviving LLC"), in accordance with the laws of the State of Delaware and Florida.
2. Effective as of the filing of the Certificate of Merger with the State of Florida, the LLC shall cease to be a going concern and all of its assets and liabilities shall become the assets and liability of the Surviving LLC.
3. At the effective time of the merger, each membership interest in LLC by virtue of the merger and without action on the part of the holder thereof shall no longer be outstanding and shall be canceled and retired and cease to exist without any consideration and shall be converted into a membership interest of the Surviving LLC on a 1 to 1 basis.
4. The Articles of Organization of the Surviving LLC, as in effect immediately before the effective time of the merger, shall be the Articles of Organization of the Surviving LLC and shall thereafter continue to be the Articles of Organization until duly altered or amended.

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