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Phone : (561) 626-4742  
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**MERGER OR SHARE EXCHANGE**

**SHC Management Company (Florida), LLC**

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Estimated Charge	\$50.00

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**EXAMINER**

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**CERTIFICATE OF MERGER  
OF  
SHC MANAGEMENT COMPANY (FLORIDA), LLC**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SHC Management Company, LLC ("SHC NV")	Nevada	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SHC Management company (Florida), LLC ("SHC FL")	# L08000056779 Florida	Limited Liability Company



**THIRD:** The attached Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

Effective Date 12/31/08

**FOURTH:** The date the merger is effective under the governing laws of the surviving party is December 31, 2008 (the "Effective Date").

**FIFTH:** The Operating Agreement of SHC NV as it exists on the Effective Date will become the Operating Agreement of SHC FL by (i) substituting the name SHC FL for SHC NV wherever it appears; and (ii) substituting for all references to Nevada law references to the analogous provisions of the Florida Limited Liability Company Act.

**SIXTH:** Signatures for Each Party:

<u>Name</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
SHC Management Company, LLC	By: 	Steven H. Cohen, Manager
SHC Management Company (Florida), LLC	By: 	Steven H. Cohen, Manager

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 29<sup>th</sup> day of December, 2008 (the "Agreement"), is entered into between SHC Management Company (Florida), LLC, a Florida limited liability company ("SHC FL"), and SHC Management Company, LLC, a Nevada limited liability company ("SHC NV").

### BACKGROUND:

The respective members of SHC FL and SHC NV believe that is in the best interest of SHC FL and SHC NV to merge SHC NV with and into SHC FL for the purpose of continuing the business of SHC NV in the form of a Florida limited liability company pursuant to the provisions of this Agreement, the Florida Limited Liability Act and the Nevada Revised Statutes.

### AGREEMENT:

**NOW, THEREFORE**, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **MERGER.** SHC NV shall be merged with and into SHC FL (the "Merger").
2. **EFFECTIVE DATE.** The date the Merger is effective in accordance with the Florida Limited Liability Company Act and the Nevada Revised Statutes is December 31, 2008 (the "Effective Date").
3. **SURVIVING LIMITED LIABILITY COMPANY.** SHC FL shall be the surviving limited liability company of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate existence of SHC NV shall cease.
4. **OPERATING AGREEMENT.** The Operating Agreement of SHC NV as it exists on the Effective Date will become the Operating Agreement of SHC FL by (i) substituting the name SHC FL for SHC NV wherever it appears; and (ii) substituting for all references to Nevada law references to the analogous provisions of Section 608 of the Florida Revised Limited Liability Act.
5. **CONVERSION OF PERCENTAGE MEMBERSHIP INTERESTS.** The manner and basis of converting the percentage interests of the members of SHC NV shall be a 1:1 exchange, with each 1% of membership interest in SHC NV being converted to a 1% membership interest in SHC FL and each of the members in SHC NV being admitted as members in SHC FL.

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6. AUTHORIZATION. The managers of the companies are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Mergers and otherwise carry out the foregoing Plan of Merger.

Dated as of the 29<sup>th</sup> day of December, 2008.

SHC MANAGEMENT COMPANY  
(FLORIDA), LLC, a Florida limited liability  
company

By:   
Steven H. Cohen, Manager

SHC MANAGEMENT COMPANY, LLC, a  
Nevada limited liability company

By:   
Steven H. Cohen, Manager

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