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MERGER OR SHARE EXCHANGE

Houston Cookie, LLC

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EXAMINER

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**ARTICLES OF MERGER  
OF  
HOUSTON YUMMY COOKIES, LLC,  
a Texas limited liability company  
(Merged Entity)**

**WITH AND INTO**

**HOUSTON COOKIES, LLC,  
a Florida limited liability company  
(Surviving Entity)**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

**FIRST:** The exact name, street address of its 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>
Houston Yummy Cookies, LLC 222 Lakeview Avenue, Suite 800 West Palm Beach, FL 33401	Texas	limited liability company

**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>
Houston Cookies, LLC 222 Lakeview Avenue, Suite 800 West Palm Beach, FL 33401 Florida Document No.: L08000058050	Florida	limited liability company

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

**FOURTH:** The Agreement and Plan of Merger was approved by the surviving party in accordance with the laws of all applicable jurisdictions.

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

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

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

EIGHTH: Signature(s) for each party:

HOUSTON YUMMY COOKIES, LLC, a Texas limited liability company

By: Marvin S. Rosen  
Marvin S. Rosen, Manager

HOUSTON COOKIES, LLC, a Florida limited liability company

By: Marvin S. Rosen  
Marvin S. Rosen, Manager

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is adopted as of June ~~30th~~<sup>30th</sup>, 2008, between HOUSTON YUMMY COOKIES, LLC, a Texas limited liability company (the "Merged Entity") and HOUSTON COOKIES, LLC, a Florida limited liability company (the "Survivor").

**RECITALS**

The manager and member(s) of the Merged Entity and the manager and member(s) of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective members that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**THE MERGER**

At the Effective Time (as defined in Article V hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company.

**ARTICLE II**  
**THE SURVIVING LIMITED LIABILITY COMPANY**

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed.

C. At the Effective Time, the manager and member(s) of the limited liability company of the Survivor shall remain the manager and member(s) of the Surviving Limited Liability Company.

D. At the Effective Time, the name and business address of the manager of the Survivor shall be Marvin S. Rosen, 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401.

**ARTICLE III**  
**MANNER AND BASIS OF CONVERTING MEMBERS INTEREST**

At the Effective Time, (i) all of the membership interests of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current member(s) of the Surviving Entity shall continue to be the member(s) of the Surviving Entity, as it was prior to the

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Effective Time.

**ARTICLE IV**  
**EFFECT OF MERGER**

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

**ARTICLE V**  
**EFFECTIVE TIME**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

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