

Division of Corporations

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To: Division of Corporations
 Fax Number : (850)617-6380

From: Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
 Account Number : 076117000420
 Phone : (561)650-0728
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE JEFASST PELICAN GRAND I LLC

EFFECTIVE DATE
1-1-2014

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$92.50

\$110.00

C. LEWIS
DEC 31 2013
EXAMINER

APPROVED AND GUNSTER-YONKLEY

13 DEC 30 AM 10:57

Fax Audit Number No. H13000285630 3

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Certificate of Merger For Florida Limited Liability Company

EFFECTIVE DATE 1-1-2014

The following Certificate of Merger is submitted to merge Jefast Pelican Grand II LLC, a Florida limited liability company, and Jefast Pelican Grand III LLC, a Florida limited liability company, with and into Jefast Pelican Grand I LLC, a Florida limited liability company, in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the merging entities is as follows:

Table with 3 columns: Name, Jurisdiction, Form/Entity Type. Rows include Jefast Pelican Grand II LLC and Jefast Pelican Grand III LLC.

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

Table with 3 columns: Name, Jurisdiction, Form/Entity Type. Row includes Jefast Pelican Grand I LLC.

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

FOURTH: The merger shall be effective at 12:00:01 a.m. on January 1, 2014.

FIFTH: Signature(s) for each party:

JEFAST PELICAN GRAND I LLC:

By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager

By: [Signature] Bo Jertshagen, President

JEFAST PELICAN GRAND III LLC:

By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager

By: [Signature] Bo Jertshagen, President

JEFAST PELICAN GRAND II LLC:

By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager Member

By: [Signature] Bo Jertshagen, President

APPROVED
AND
GUNSTER-MORRIS

13 DEC 30 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number No.
H13000285630 3

**PLAN OF MERGER OF
JEFAST PELICAN GRAND II LLC
AND
JEFAST PELICAN GRAND III LLC
WITH AND INTO
JEFAST PELICAN GRAND I LLC**

THIS PLAN OF MERGER (this "Agreement") is dated December 26, 2013, by and among JEFAST PELICAN GRAND I LLC, a Florida limited liability company ("JPG I"), JEFAST PELICAN GRAND II LLC, a Florida limited liability company ("JPG II"), and JEFAST PELICAN GRAND III LLC, a Florida limited liability company ("JPG III").

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jefast Pelican Grand II LLC	Florida	Limited Liability Company
Jefast Pelican Grand III LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jefast Pelican Grand I LLC	Florida	Limited Liability Company

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

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of JPG II and JPG III (the "Merging Entities"), shall, upon the effect of the merger, be vested in and owned by JPG I, a Florida limited liability company (the "Surviving Entity"), without further act or deed.
- (b) Assumption of Obligations. All obligations of the Merging Entities shall become the obligations of the Surviving Entity.

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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:
- (i) The Member and Managing Member of each Merging Entity are also the Member and Managing Member of the Surviving Entity, owning the same proportionate interests in the Surviving Entity as are owned in each Merging Entity. Accordingly, and by virtue of the merger, and without any action on the part of the Member and Managing Member thereof, the membership interest of the Merging Entities shall be maintained via the Member and Managing Member's preexisting ownership interest in the Surviving Entity in the same proportions as already owned and without the need to issue additional membership interests; and
 - (ii) The limited liability company membership interests of the Surviving Entity that are outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holders thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Surviving Entity.
- (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:

Upon the effective time and date of the Merger, all rights in respect of the membership interests of the Merging Entities shall be automatically joined with and become part of the membership interests in the Surviving Entity, which are already owned by the Member and Managing Member of the Surviving Entity. There shall be no change in the rights to acquire the membership interests of the Surviving Entity.

FIFTH: The name and business address of the Managing Member of the Surviving Entity is as follows:

Jefast Manager, LLC
2000 North Ocean Blvd.
Ft. Lauderdale, FL 33305

SIXTH: This Agreement may be executed in one or more counterparts and collectively shall constitute one instrument represent the Agreement among the parties hereto. It shall not be necessary that any one counterpart be signed by all of the parties hereto as long as each of the parties has signed at least one counterpart.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended or supplemented, as may be determined by the parties hereto to be necessary, desirable or expedient to further the purpose of this Agreement, or to clarify the intention of the

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parties hereto, or to add to or modify the covenants, terms or conditions hereof or to effect or facilitate any governmental approval or acceptance of the merger or of this Agreement or the recording of this Agreement or the consummation of any of the transactions contemplated hereby. No amendment or supplement to this Agreement shall be effective unless it is in writing and signed by the constituent entities. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns. Nothing in this Agreement, expressed or implied, is intended to confer on any person other than the parties hereto or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

[SIGNATURE PAGE FOLLOWS]

APPROVED
AND
REGISTERED
BY OAKLEY

13 DEC 30 AM 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

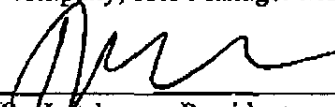
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IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first stated above.

SURVIVING ENTITY:

JEFAST PELICAN GRAND I LLC:

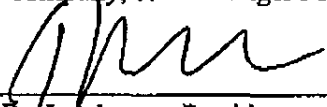
By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager Member

By: 
Bo Jertshagen, President

MERCING ENTITIES:

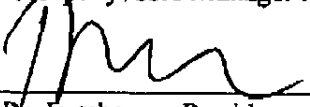
JEFAST PELICAN GRAND II LLC:

By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager Member

By: 
Bo Jertshagen, President

JEFAST PELICAN GRAND III LLC:

By: JEFAST MANAGER, LLC, a Delaware limited liability company, sole Manager Member

By: 
Bo Jertshagen, President