

L080000107330

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PICK-UP WAIT MAIL

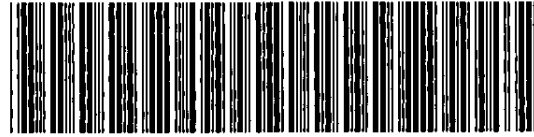
(Business Entity Name)

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DIVISION OF CORPORATIONS
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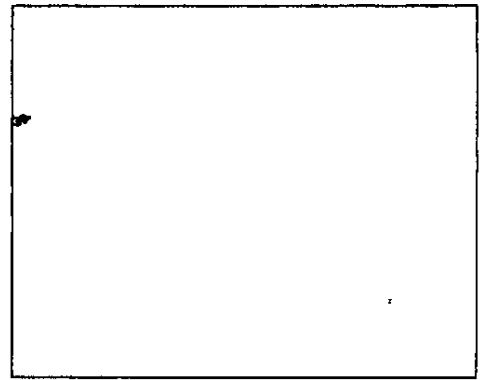
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EXAMINER

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TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
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WALK-IN

ENTITY NAME:

The Fisher Group SMP Real Estate Fund LLC

CK# 33698

AMOUNT \$1250.00 (\$50.00 FOR THIS FILING)

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

- CERTIFIED COPY
- STAMPED COPY
- CERTIFICATE OF STATUS

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FILED
DEC 22 PM 4:15
TALLAHASSEE, FLORIDA
STATE

EFFECTIVE DATE 12/31/08

Examiner's Initials

08 DEC 22 PM 4: 15
FILED
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/08

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of December 15, 2008, by and between The Fisher Group SMP Real Estate Fund LLC, a Florida limited liability company ("Florida LLC") and The Fisher Group SMP Real Estate Fund LLC, a Michigan limited liability company ("Michigan LLC"), under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and Sections 608.4381-608.4383 of the Florida Limited Liability Company Act (the "Florida Act").

Michigan LLC and Florida LLC agree to and do hereby effect the merger of Michigan LLC with and into Florida LLC (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
The Fisher Group SMP Real Estate Fund LLC	Florida	L08000107330	None	11/19/2008
The Fisher Group SMP Real Estate Fund LLC	Michigan	None	D1929J	5/24/2007

- b. The surviving limited liability company of the Merger (the "Surviving Company") and its identification number is:

The Fisher Group SMP Real Estate Fund LLC Florida L08000107330

2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, Michigan LLC will cease to exist separately, and will be merged with and into Florida LLC in accordance with the provisions of this Agreement and the Operating Agreement of Florida LLC and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.

- b. On the Effective Date and on consummation of the Merger, (i) the members of Florida LLC and their membership interests in the Surviving Company will be the same as those of Michigan LLC prior to the consummation of the Merger, (ii) all of the outstanding membership interests of the Michigan LLC will be cancelled and (iii) the membership interests of the Florida LLC shall remain outstanding.

3. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT

The Articles of Organization of Florida LLC and the Operating Agreement of Florida LLC shall be the Articles of Organization and Operating Agreement of the Surviving Company.

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State, Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") shall be December 31, 2008.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the members of Michigan LLC and the members of Florida LLC in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at the Florida LLC's principal place of business, the address of which is 4801 PGA Boulevard, Palm Beach Gardens, Florida 33418.

A copy of this Agreement will be provided by Florida LLC upon request and without cost to any member or any person holding an interest in any other business entity which is to merge or consolidate.

7. MERGER PERMITTED UNDER MICHIGAN LAW AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written.

**THE FISHER GROUP SMP REAL ESTATE
FUND LLC, a Florida limited liability company**

By: FGE Manager, Inc., a Florida corporation
Its: Manager

By: 
Ira J. Jaffe, Authorized Signatory

**THE FISHER GROUP SMP REAL ESTATE
FUND LLC, a Michigan limited liability company**

By: Martinique Hotel, Inc., a Michigan
corporation
Its: Manager

By: 
Ira J. Jaffe, Authorized Signatory