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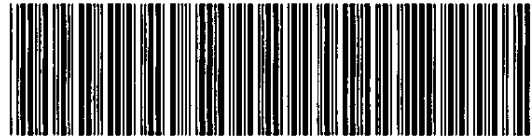
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JUN 26 2009

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09 JUN 25 PM 5:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WSR FUNDING LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jena Rissman Atlass

Contact Person

Savage & Atlass, P.L.

Firm/Company

801 NE 167 Street, Suite 302

Address

North Miami Beach, FL 33162

City, State and Zip Code

akaplan@klugerkaplan.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jena Rissman Atass

Name of Contact Person

at ( 305 )

651-4101

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**CERTIFICATE OF MERGER  
FOR  
FOREIGN LIMITED LIABILITY COMPANY AND  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Foreign Limited Liability Company into the following Florida Limited Liability Company 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>
WSS Funding LLC	New York	Limited Liability Company
WSR Funding LLC	Florida	Limited Liability Company

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


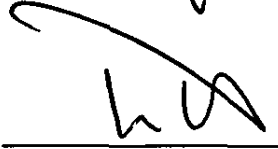
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WSR Funding LLC	Florida	Limited Liability Company

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

**FOURTH:** The attached plan of merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the state under which such other business entity is formed.

**FIFTH:** The effective date of this Certificate of Merger is July 1, 2009.

**SIXTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name</u>
WSS Funding LLC		Mark Reichenbaum, President Reichenbaum Investment Corp., Florida Member
WSR Funding LLC		Mark Reichenbaum, President Reichenbaum Investment Corp., Florida Member

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## PLAN/AGREEMENT 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>
WSS Funding LLC	New York	Limited Liability Company
WSR Funding LLC	Florida	Limited Liability Company

**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>
WSR Funding LLC	Florida	Limited Liability Company

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

The Members of the other business entity, WSS Funding LLC, will receive one membership unit in the surviving limited liability company, WSR Funding LLC, a Florida limited liability company, for each membership unit held in the other business entity. The Capital Accounts (including the original capital contributions of the members) for each member of the other business entity will be transferred and serve as the Capital Accounts for each member of the surviving limited liability company. The Operating Agreement of the surviving limited liability company has been adopted by the members of the surviving limited liability company in accordance with the applicable provisions of Chapter 608, Florida Statutes. The Operating Agreement of the surviving limited liability company has been adopted by the Members of the other business entity in accordance with the applicable laws of the state under which such other business entity is formed. Following the merger the surviving limited liability company will operate the business of the merged parties in accordance with the applicable provisions of Chapter 608, Florida Statutes and the governing documents of the surviving limited liability company.

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

The Members of the merging party will exchange their membership interests in the merging party for an equal number of membership interests in the surviving limited liability company.

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

The Operating Agreement of the surviving limited liability company, which has been adopted by all parties to the merger, will control the rights to acquire the interests in the surviving limited liability company.

**FIFTH:** No other statements are required by the laws under which the other business entity is formed.

**SIXTH:** There are no other provisions relating to the merger.

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