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EXAMINER

MERGER OR SHARE EXCHANGE Twenty Seven East LLC

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#### ARTICLES OF MERGER

OF

# TWENTY SEVEN EAST LLC a New York limited liability company

#### WITH AND INTO

# TWENTY SEVEN EAST LLC a Florida limited liability company

Pursuant to the provisions of Section 608.4382 of the Florida Statutas, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Twenty Seven East LLC

New York

Limited Liability Company

401 South County Road

P.O. Box 3163

Palm Beach, FL 33480

Florida Doc. No. None

Florida

Limited Liability Company

Twenty Seven East LLC 401 South County Road

P.O. Box 3163

Palm Beach, FL 33480

Florida Doc. No. L0900011787

SECOND: The name, street address, jurisdiction and entity type of the surviving entity

is:

Twenty Seven East LLC

Florida

Limited Liability Company

401 South County Road

P.O. Box 3163 Palm Beach, FL 33480

Florida Doc. No. L0900011787

THIRD: The attached plan of Merger meets the requirement of sections 608.6171, Florida Statutes, and was approved by the parties to the merger in accordance with Chapter 608, Florida Statutes.

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

FIFTH: The Plan of Merger was adopted by the sole member of the each of the Constituent Companies as of December 1, 2009.

**SIXTH**: The Plan of Merger was adopted by the sole member of the Surviving Company on as of December 1, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of December 31, 2009.

TWENTY SEVEN EAST LLC, a New York limited liability company

Allyson Mashek

Authorized Representative

TWENTY SEVEN EAST LLC, a Florida

limited liability company

Alivson Machek

Authorized Representative

#### PLAN OF MERGER

OF

#### TWENTY SEVEN EAST LLC

### AND

### TWENTY SEVEN EAST LLC

This Plan of Merger (this "Plan of Merger") is made by and between TWENTY SEVEN EAST LLC, a New York limited liability company ("NY LLC"), and TWENTY SEVEN EAST LLC, a Florida limited liability company ("FL LLC" or the "Surviving Company").

#### RECITALS

WHEREAS, Allyson Mashek and Grant Mashek (the "Members") own all of the outstanding membership interest of NY LLC and the FL LLC; and

WHEREAS, pursuant to this Plan of Merger, the NY LLC shall be merged with and into FL LLC (the "Merger") and, incident to the Merger, all the issued and outstanding membership interest in NY LLC shall be cancelled. Each of the parties hereto wishes to set forth in this Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The Members of the NY LLC and the FL LLC deem the Merger desirable and in the best interests of its members and has, by unanimous consent in writing, adopted and approved the Merger.

## WITNESSETH:

WHEREAS, the parties intend that NY LLC be merged with and into the Company, with the Company surviving that merger on the terms and subject to the conditions set forth in this Agreement (the "Merger"):

#### **AGREEMENT**

In consideration of the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 5), insaccordance with the provisions of the New York Limited Liability Act, the Florida Limited Liability Act and pursuant to the terms of this Plan of Merger, the NY LLC shall be merged with and into FL LLC, which shall be the Surviving Company and the separate existence of NY LLC shall cease. The Florida LLC, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of NY LLC. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of NY LLC shall be

vested in the Surviving Company without further act. All obligations due to NY LLC shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of NY LLC existing as of the Effective Date.

- 2. The Articles of Organization of Surviving Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law.
- 3. The Operating Agreement of Surviving Company as in effect on the Effective Date shall remain in effect and be the Operating Agreement of the Surviving Company, which may be amended from time to time after the Effective Date as provided therein.
- 4. On the Effective Date, by virtue of the Merger and without any further act, all membership interests held in NY LLC prior to the Effective Date shall be cancelled.
- 5. The Merger shall become effective on the day that the Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").
- 6. Allyson Mashek, Authorized Representative of the Surviving Company, is duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

SECRETARY OF STATE