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MERGER OR SHARE EXCHANGE
Kolter Management LLC

Certificate of Status	1
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CERTIFICATE OF MERGER
OF
KOLTER GROUP MANAGEMENT LLC,
KOLTER PROPERTY MANAGEMENT LLC,
AND
KOLTER MANAGEMENT LLC

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Kolter Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L09000122320

Second: The names and jurisdictions of the merging limited liability companies:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Kolter Group Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L09000100591
Kolter Property Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L06000122603

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Third: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

Fourth: The merger shall become effective on the date of filing.

Fifth: Adoption of Plan of Merger by the surviving limited liability company:

The Sole Member and the Board of Managers of the surviving limited liability company adopted the Plan of Merger on February 16, 2010.
MARCH




Sixth: Adoption of Plan of Merger by the merging limited liability companies:

The Sole Member and the Board of Managers of the merging corporation adopted the Plan of Merger on February 16, 2010.
MARCH

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Seventh: SIGNATURES FOR EACH LIMITED LIABILITY COMPANY

<u>Name of Company</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Kolter Management LLC		Michael Clarke, Manager
Kolter Group Management LLC		Michael Clarke, Manager
Kolter Property Management LLC		Michael Clarke, Manager

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.4381, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Kolter Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L09000122320 <u>EIN Number</u> 27-1556391

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Kolter Group Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L09000100591 <u>EIN Number</u> 27-1149337
Kolter Property Management LLC 701 South Olive Avenue, Suite 104 West Palm Beach, FL 33401	Florida	L06000122603 <u>EIN Number</u> 20-8164484

3. 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 Kolter Property Management LLC and Kolter Group Management LLC shall be transferred to and vested in Kolter Management LLC without further act or deed.

(b) Assumption of Obligations. All obligations of Kolter Property Management LLC and Kolter Group Management LLC shall become the obligations of Kolter Management LLC.

4. A. The manner and basis of converting the securities of the merged party into the securities of the survivor, in whole or in part, into cash or other property are as follows:

Securities of Kolter Group Management LLC and Kolter Property Management LLC immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said share which is issued immediately prior to the effective time

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and date of the merger shall be surrendered and extinguished. There shall be no changes to the securities of Kolter Management LLC.

B. The manner and basis of converting rights to acquire securities of each merged party into rights to acquire securities of the surviving entity, in whole or in part, into cash or property are as follows:

Upon the effective time and date of the merger, all rights in respect of securities of the Kolter Group Management LLC and Kolter Property Management LLC shall be canceled. There shall be no change in the rights to acquire securities of Kolter Management LLC.

5. A limited liability company is the surviving entity and it is to be managed by a Board of Managers. The names and addresses of the managers are as follows:

Michael Clarke
701 South Olive Avenue, Suite 104
West Palm Beach, FL 33401

Howard Erbstein
701 South Olive Avenue, Suite 104
West Palm Beach, FL 33401

Robert Julien
701 South Olive Avenue, Suite 104
West Palm Beach, FL 33401

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