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To:

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

From:

Account Name : CARLTON FIELDS  
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SECRET  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 10 JUL 13 PM 2:46

**Email Address:**

**MERGER OR SHARE EXCHANGE**  
**BluePearl Michigan, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$58.75

EFFECTIVE DATE  
7/13/2010

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

10 JUL 13 PM 2:46

**CERTIFICATE OF MERGER**

of  
**MVS MICHIGAN, LLC** NR  
(a Michigan limited liability company)  
with and into  
**BLUEPEARL MICHIGAN, LLC** 40-22725  
(a Florida limited liability company)

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), this Certificate of Merger, which relates to the merger (the "Merger") of MVS Michigan, LLC, a Michigan limited liability company (the "Non-Surviving Entity"), with and into BluePearl Michigan, LLC, a Florida limited liability company (the "Surviving Entity"), provides as follows:

**ARTICLE I**  
**Agreement and Plan of Merger**

EFFECTIVE DATE  
7/13/2010

The Agreement and Plan of Merger with respect to the Merger is attached hereto as Exhibit A (the "Plan of Merger").

**ARTICLE II**  
**Approval of the Plan**

The Plan of Merger was approved by the Surviving Entity in accordance with the applicable provisions of the FLLCA.

The Plan of Merger was approved by the Non-Surviving Entity in accordance with the applicable laws of the State of Michigan.

**ARTICLE III**  
**Effective Date**

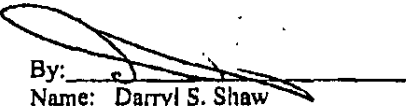
The Merger shall become effective beginning on the date that this Certificate of Merger is filed with the Department of State of the State of Florida.

[ Signature Page Directly Follows ]

Dated as of July 1, 2010.

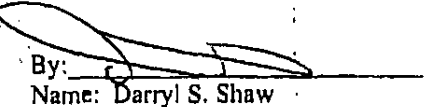
**NON-SURVIVING ENTITY:**

**MVS MICHIGAN, LLC,**  
a Michigan limited liability company

By:   
Name: Darryl S. Shaw  
Title: Manager

**SURVIVING ENTITY:**

**BLUEPEARL MICHIGAN, LLC,**  
a Florida limited liability company

By:   
Name: Darryl S. Shaw  
Title: Manager

**EXHIBIT A**

**Agreement and Plan of Merger**

10 JUL 13 PM 2:44  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (this "**Agreement**") is entered into as of July 1, 2010, by and between MVS Michigan, LLC, a Michigan limited liability company (the "**Non-Surviving Entity**"), and BluePearl Michigan, LLC, a Florida limited liability company (the "**Surviving Entity**"), in accordance with Section 608.438 of the Florida Limited Liability Company Act ("**Florida Act**") and Section 701 of the Michigan Limited Liability Company Act (the "**Michigan Act**").

1. **MERGER.** Upon the terms and subject to the conditions set forth in this Agreement, the Non-Surviving Entity shall be merged with and into the Surviving Entity (the "**Merger**"), such that the Surviving Entity shall be the sole surviving entity.

2. **ORGANIZATIONAL DOCUMENTS.** No changes are to be made in the Articles of Organization of the Surviving Entity as a result of the Merger. On and after the Effective Date (as defined below), the Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

3. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date (as defined below), each membership unit in the Non-Surviving Entity shall be converted into one (1) membership unit in the Surviving Entity.

4. **EFFECTIVE DATE.** Provided that this Agreement has been adopted and approved as required by Section 608.438(1) of the Florida Act and Section 702 of the Michigan Act, the Merger shall be effective beginning on the date that the Certificate of Merger in respect of the Merger is filed with the Department of State of the State of Florida (the "**Effective Date**").

5. **AUTHORIZATION TO AMEND AGREEMENT.** This Agreement may be amended at any time prior to the Effective Date provided that any such amendment (a) is permitted by Section 608.438(6) of the Florida Act and (b) has been agreed to in writing by both (i) the members of the Non-Surviving Entity and (ii) the members of the Surviving Entity.


6. **GENERAL PROVISIONS.** This Agreement shall be construed in accordance with the laws of the State of Florida. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified except by a writing signed by each party to be affected by such amendment, change, or modification.

[SIGNATURE PAGE FOLLOWS]

Dated as of the date first above written.

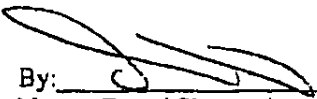
**NON-SURVIVING ENTITY:**

**MVS MICHIGAN, LLC,**  
a Michigan limited liability company

By:   
Name: Darryl S. Shaw  
Title: Manager

**SURVIVING ENTITY:**

**BLUEPEARL MICHIGAN, LLC,**  
a Florida limited liability company

By:   
Name: Darryl Shaw  
Title: Manager