

L10000073945

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MERGER OR SHARE EXCHANGE
 GILCO 2 PARCEL 4, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
OCEAN V SUB PARCEL 3, LLC
FOUNTAINHEAD SUB PARCEL 3, LLC
GILCO 2 SUB PARCEL 3, LLC

(TERMINATING DOMESTIC LIMITED LIABILITY COMPANIES)

AND
GILCO 2 PARCEL 4, LLC
(SURVIVING LIMITED LIABILITY COMPANY)

The following articles of merger are being submitted in accordance with section(s) 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the merging companies are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ocean V Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company

Florida Document/Registration Number: L10000073948

Fountainhead Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company
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Florida Document/Registration Number: L10000073958

Gilco 2 Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company
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Florida Document/Registration Number: L10000074171

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gilco 2 Parcel 4, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company

Florida Document/Registration Number: L10000073945

THIRD: The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic and foreign limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company on December 31, 2011.

FIFTH: The attached Plan of Merger was approved by the other business entities that are party to the merger in accordance with the respective laws of all applicable jurisdictions.

SIXTH: Adoption of Merger by the Merging Companies:

The Plan of Merger was adopted by the members of the merging companies on December 31, 2011.

SEVENTH: SIGNATURE(S):

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Dated: December 31, 2011.

Ocean V Sub Parcel 3, LLC,
a Florida limited liability company

By: 

Name: Gil Deane

Title: Manager

Fountainhead Sub Parcel 3, LLC,
a Florida limited liability company

By: 

Name: Gil Deane

Title: Manager

Gilco 2 Sub Parcel 3, LLC,
a Florida limited liability company

By: 

Name: Gil Deane

Title: Manager

Gilco 2 Parcel 4, LLC,
a Florida limited liability company

By: 

Name: Gil Deane

Title: Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statute(s) 608.4382, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the merging companies are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ocean V Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company

Florida Document/Registration Number: L10000073948

Fountainhead Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company
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Florida Document/Registration Number: L10000073988

Gilco 2 Sub Parcel 3, LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company
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Florida Document/Registration Number: L10000074171

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gilco 2 Parcel 4, LLC 18001 Collins Avenue 31 st Floor	Florida	profit limited liability company

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Sunny Isles Beach, FL 33160

Florida Document/Registration Number: L10000073945

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managers of the surviving company at the effective time and date of the merger shall be the managers of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

4. All liabilities of the merging companies shall become the responsibility of the surviving company.

5. Pursuant to the provisions of the Florida Limited Liability Company Act, the merging companies shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) companies shall, at the effective time of the merger, be cancelled. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company. As a

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result of the merger, a holder of the merging (terminating) companies shall receive a membership interest in the surviving company's owner, Dezer Museum Holdings, LLC, a Florida limited liability company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The names and addresses of the managers/managing member of the surviving company are as follows:

Michael Dezer
18001 Collins Avenue
Sunny Isles Beach, Florida 33160

Neomi Dezertsov
18001 Collins Avenue
Sunny Isles Beach, Florida 33160

Gil Dezer
18001 Collins Avenue
Sunny Isles Beach, Florida 33160

Dated: December 31, 2011.

Ocean V Sub Parcel E, LLC,
a Florida limited liability company

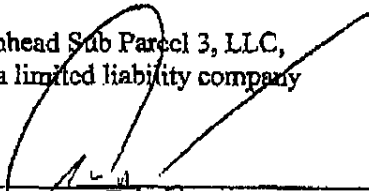
By: _____

Name: Gil Dezer

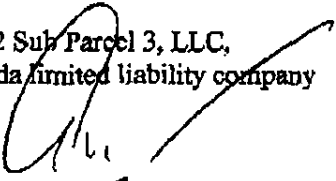
Title: Manager

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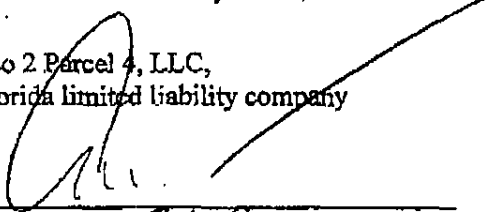
Fountainhead Sub Parcel 3, LLC,
a Florida limited liability company

By: 
Name: Gil Dener
Title: Manager

Gilco 2 Sub Parcel 3, LLC,
a Florida limited liability company

By: 
Name: Gil Dener
Title: Manager

Gilco 2 Parcel 4, LLC,
a Florida limited liability company

By: 
Name: Gil Dener
Title: Manager

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