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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Hallow Holdings LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$67.50

\$85.00

A. LUNT

DEC. 17 2010

EXAMINER

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December 16, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HALLOW HOLDINGS LLC
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HALLOW HOLDINGS LLC
REF: L10000123417

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H10000269269
Letter Number: 610A00029117

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NUMBER: H100002692693

**CERTIFICATE OF MERGER
OF
HALLOW HOLDINGS LLC,
a Florida limited liability company
AND
HEAT HOLDINGS LLC,
a Delaware limited liability company**

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Pursuant to section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), HALLOW HOLDINGS LLC, a Florida limited liability company, (the "Surviving Company"), and HEAT HOLDINGS LLC, a Delaware limited liability company, (the "Merging Company") adopted on the 14th day of December 2010, the following Certificate of Merger for the purpose of effecting a merger in accordance with the Act and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hallow Holdings LLC 1201 Hays Street Tallahassee, Florida 32301	Florida	Limited liability company

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Merging Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Heat Holdings LLC 1201 North Market Street, 18 th Floor Wilmington, Delaware 19801	Delaware	Limited liability company

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Company with and into the Surviving Company, was approved in accordance with the Florida Act and the Delaware Act.

FOURTH: The Plan of Merger was adopted by the Joint Written Consent of the Sole Shareholder and the Manager of the Merging Company dated December 8, 2010 and the Joint Written Consent of the Sole Member and the Manager of the Surviving Company dated December 8, 2010.

FIFTH: The merger is permitted under the laws of the State of Florida and the State of Delaware, and is not prohibited by the Articles of Organization and Limited Liability Company

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Operating Agreement of the Merging Company or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Delaware and Secretary of State of Florida.

SEVENTH: The Plan of Merger is on file at the principal place of business of the Surviving Company, which is noted above.

EIGHTH: A copy of the Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any person holding an interest in the Surviving Company or Merging Company.

NINTH: The Surviving Company has agreed to pay to any members with appraisal rights the amounts to which such members are entitled under the Florida Act and Delaware Act.

TENTH: This Certificate may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures on next page]

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be signed on their behalf by their respective authorized representatives on this 19th day of December 2010.

Hallow Holdings LLC, a Florida limited liability company

By its manager, POA Management Ltd, a BVI company

By: 

Marcelo de Souza Potenza, Director

By: 

Sergio Braz Domingues

Heat Holdings LLC, a Delaware limited liability company

By: 

Andre Kuhn, Manager

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is hereby adopted by and between **Hallow Holdings LLC**, a Florida limited liability company (the "Surviving Company"), and **Heat Holdings LLC**, a Delaware limited liability company (the "Merging Company"). For the purpose of merging the Merging Company with and into the Surviving Company (the "Merger").

NOW, THEREFORE, the Merging Company and the Surviving Company hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Section 608.4381 of the Florida Limited Liability Company Act (the "FLCA") and Section 13-209 of the Delaware Limited Liability Company Act (the "DLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, the Merging Company shall be merged with and into the Surviving Company. Immediately thereafter, the separate existence of the Merging Company shall cease. The Merger shall become effective on the filing of the Certificate of Merger with the Department of State of the State of Florida in accordance with the provisions of the FLCA and the Department of State of the State of Delaware in accordance with the provisions of the DLLCA (the "Effective Date"). The Merger was approved by the Merging Company and Surviving Company in accordance with the FLCA and DLLCA. All members of the Merging Company and all members of the Surviving Company have consented to the Merger.

2. Liquidation. The Plan of Merger also is intended to accomplish the liquidation of the Merging Company. The Merging Company's sole shareholder is **Hill Valley Us Holdings LLC**, a Florida limited liability company (the "Parent Company"). Because the Surviving Company also is owned 100% by the Parent Company and as such is treated as a disregarded entity for U.S. federal income tax purposes, it is intended that the Merger be treated for U.S. federal income tax purposes as a complete liquidation of the Merging Company into the Parent Company.

3. Governing Documents. The Articles of Organization and Operating Agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization and Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

4. Officers and Managers. The persons who are officers and managers of the Surviving Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

5. Name. The name of the Surviving Company shall be **Hallow Holdings LLC**, a Florida limited liability company.

6. Addresses. The address of the Merging Company is:

1201 North Market Street, 18th Floor
Wilmington, Delaware 19801

The address of the Surviving Company is and shall be maintained at:

1201 Hays Street
Tallahassee, Florida 32301

7. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be:

1201 Hays Street
Tallahassee, Florida 32301

The name of Registered Agent of the Company at that address shall continue to be:

Corporation Service Company

8. Succession. At the Effective Date, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company on whatever account and all other things in action, shall be vested in the Surviving Company.

9. Conversion of Shares; Capitalization of Surviving Company. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the interests of the Merging Company outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Company are outstanding at the time of the Merger.

(b) The sole shareholder of the Merging Company immediately prior to the Effective Date shall become the sole member of the Surviving Company.

10. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida and the State of Delaware.

11. Managers of Company. The names and addresses of the sole manager of the Surviving Company is as follows:

POA Management Ltd, a British Virgin Islands company

12. Further Assurances. If at any time the Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or in

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protect or confirm of record in the Surviving Company the title to any property or rights of the Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Company, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Company and to otherwise carry out the provisions hereof.

13. Abandonment or Amendment. At any time prior to the filing of the Certificate of Merger, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

14. Approval. This Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the sole shareholder and the manager of the Merging Company and by the sole member and the manager of the Surviving Company.

15. Costs. All costs in connection with this Plan of Merger will be paid by the Surviving Company.

16. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Certificate of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger.

17. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

18. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

19. COUNTERPARTS. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures on next page]

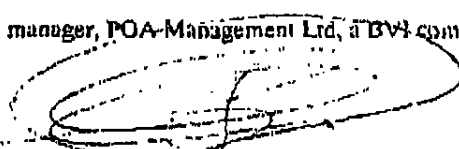
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IN WITNESS HEREOF, the undersigned have caused this Plan of Merger to be signed on their behalf by their respective authorized representatives on this 18th day of December 2010.

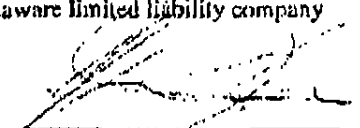
Hallow Holdings LLC,
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By its manager, POA-Management Ltd, a BVI company

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