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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 144249 7358031

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 50.00

ORDER DATE : March 26, 2012

ORDER TIME : 11:24 AM

ORDER NO. : 144249-005

CUSTOMER NO: 7358031

ARTICLES OF MERGER

DAVID EDWAB, LLC

INTO

DAVID EDWAB, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS: _____

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
David Edwab, LLC	New Jersey	Limited Liability Company
David Edwab, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
David Edwab, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

March 31, 2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

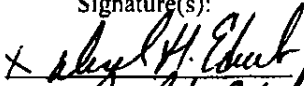

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
David Edwab, LLC	X 	David H. Edwab, Member
David Edwab, LLC	X 	David H. Edwab, Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

BETWEEN:

DAVID EDWAB, LLC, a limited liability company, organized and existing under the laws of the State of New Jersey, having its principal place of business at 103 Jumento Cay Lane, Bonita Springs, Florida, 34134-8501 (referred to throughout as **Athe Seller@**);

AND

DAVID EDWAB, LLC, a limited liability company, organized and existing under the laws of the State of Florida, having its principal place of business at 103 Jumento Cay Lane, Bonita Springs, Florida, 34134-8501 (referred to throughout as **Athe Buyer@**).

- 1. Identification of Parties.** The Seller and the Buyer are referred to collectively throughout this document as **Athe Companies@**. The term **ASurviving Company@** is used throughout this document to mean David Edwab, LLC, a Florida limited liability company, which is the entity that will exist after the Effective Date (as that term is defined in paragraph 5 below), at which time the Seller will have been merged into the Buyer.
- 2. Purpose of this Document.** This document is intended to summarize the terms of a merger whereby the Seller will be merged into the Buyer, pursuant to N.J.S.A. 14A:10-1, *et seq.* and F.S.A. 608.438. A more complex Merger Agreement, covering the transaction in greater detail, has been or will be executed by the officers of the Companies.
- 3. Approval by Members.** The merger which is contemplated by this Plan of Merger has been approved by all of the members of both Companies.
- 4. Actions by Corporate Officers.** The Companies will cause their appropriate corporate officers to execute Certificates of Merger in the forms attached hereto. This Plan shall be deemed incorporated by reference into the Certificates as if fully set forth therein. The certificates will thereafter be filed in the office of the New Jersey Secretary of State and the Florida Secretary of State in accordance with applicable statutes.
- 5. Effect of Merger.** The day on which the Certificate of Merger will be effective is March 31, 2012 (the **AEffective Date@**), and at 11:59 P.M. on the Effective Date the merger shall become effective and the Seller shall cease to exist as a separate entity. As of that date, the Surviving Company shall be fully vested in all of the Seller=s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties under applicable law.
- 6. Distribution to Members of the Seller.** On the Effective Date, all membership interests of Seller shall be converted into and exchanged for a like percentage of membership interests of Surviving Company in accordance with the terms of this Plan of Merger.

7. **Articles of Organization.** The Articles of Organization of the Buyer in effect immediately before the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Company as of the Effective Date. Nothing herein is intended to prevent the Surviving Company from thereafter amending its Articles of Organization in accordance with applicable law.

8. **Termination.** This Plan may be terminated at any time before the Effective Date, and the Merger abandoned by mutual consent of the members of the Company

I, DAVID H. EDWAB, President of DAVID EDWAB, LLC, a limited liability company organized and existing under the laws of the State of New Jersey, certify that the within Plan of Merger was adopted by the members of said company by unanimous consent.



DAVID H. EDWAB

I, DAVID H. EDWAB, President of DAVID EDWAB, LLC, a limited liability company organized and existing under the laws of the State of Florida, certify that the within Plan of Merger was adopted by the members of said company by unanimous consent.

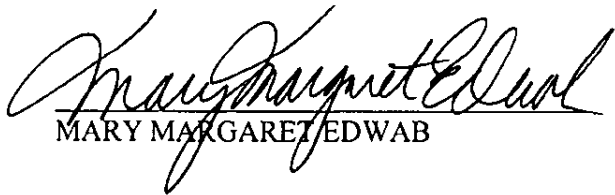


DAVID H. EDWAB

The undersigned members of the above Companies do hereby consent to the foregoing Plan of Merger.



DAVID H. EDWAB



MARY MARGARET EDWAB