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MERGER OR SHARE EXCHANGE
Auerbach-Myers Key West Property, LLC

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability companies adopt the following Certificate of Merger for the purpose of merging a Maryland limited liability company into a Florida limited liability company.

FIRST: The exact name, entity type, and jurisdiction for the merging parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AUERBACH-MYERS KEY WEST PROPERTY, LLC 520 Hillsmere Drive, Annapolis, MD 21403	Maryland	Limited Liability Company
AUERBACH-MYERS KEY WEST PROPERTY, LLC 5900 Via Laguna, Naples, FL 34108	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AUERBACH-MYERS KEY WEST PROPERTY, LLC 5900 Via Laguna, Naples, FL 34108	Florida	Limited Liability Company

THIRD: The Agreement and Plan of Merger setting forth the terms and conditions of the merger is attached hereto to this Certificate as Exhibit "A" and incorporated herein by reference. The attached Agreement and Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes, and applicable Maryland law.

FOURTH: The attached Agreement and Plan of Merger was approved by Diane Auerbach Myers, the sole managing member of both of the merging parties, by unanimous vote in favor of the Plan of Merger at a special meeting of the member in accordance with Florida law and applicable Maryland law.

FIFTH: The laws of the State of Maryland permit the merger contemplated by the Agreement and Plan of Merger and the laws of the State of Maryland have been complied with.

SIXTH: The effective date of the merger shall be the date of filing of this Certificate with and acceptance by, the Secretary of State of Florida and the Secretary of State of Maryland.

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Dated this 26 day of March, 2012.

AUERBACH-MYERS KEY WEST PROPERTY, LLC.
a Florida limited liability company

By: *Diane Auerbach Myers*
DIANE AUERBACH MYERS,
As sole Managing Member

AUERBACH-MYERS KEY WEST PROPERTY, LLC
a Maryland limited liability company

By: *Diane Auerbach Myers*
DIANE AUERBACH MYERS,
As sole Managing Member

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AGREEMENT AND PLAN OF MERGER

This is a Plan and Agreement of Merger between AUERBACH-MYERS KEY WEST PROPERTY, LLC, a Florida limited liability company formed on March 23, 2012 (the "Surviving Company"), and AUERBACH-MYERS KEY WEST PROPERTY, LLC, a Maryland limited liability company (the "Merging Company").

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AUERBACH-MYERS KEY WEST PROPERTY, LLC 520 Hillsmere Drive, Annapolis, MD 21403	Maryland	Limited Liability Company
AUERBACH-MYERS KEY WEST PROPERTY, LLC 5900 Via Laguna, Naples, FL 34108	Florida	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the **surviving party** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AUERBACH-MYERS KEY WEST PROPERTY, LLC 5900 Via Laguna, Naples, FL 34108	Florida	Limited Liability Company

THIRD: Terms and conditions of the merger are as follows:

RECITALS

WHEREAS, the Manager and sole Member of the Surviving Company and the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida and Maryland law in order to review this Agreement and Plan of Merger and consider whether it is in the best interest of the respective companies;

WHEREAS, the Manager and sole Member of the Surviving Company deems it desirable and in the best interests of Surviving Company to enter into and approve this Agreement;

WHEREAS, the Manager and sole Member of the Surviving Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Company;

WHEREAS, the Manager and sole Member of the Merging Company deems it desirable and in the best interests of the Merging Company to enter into and approve this Agreement; and

WHEREAS, the Manager and sole Member of the Merging Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company.

EXHIBIT A

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NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Company agree as follows:

1. **Merger of the Companies.**

In accordance with and pursuant to the Florida Limited Liability Company Act, and the Maryland General Statutes, the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the membership units of the Merging Company into membership units of the Surviving Company as hereinafter set forth.

2. **Membership Units to be Merged.**

2.1 The total number of membership units which the Merging Company is authorized to issue is one thousand (1,000). One hundred percent (100%) of the authorized membership units are issued and outstanding.

2.2 The total number of membership units which the Surviving Company is authorized to issue is one thousand (1,000). One hundred percent (100%) of the authorized membership units are issued and outstanding.

2.3 The identity of Members and their relative percentage ownership of the Surviving Company and the Merging Company prior to the merger are as follows.

SURVIVING COMPANY

<u>Sole Member</u>	<u>Number of Membership Units</u>	<u>Percentage</u>
Diane Auerbach-Myers	1,000	100%

MERGING COMPANY

<u>Sole member</u>	<u>Number of Membership Units</u>	<u>Percentage</u>
Diane Auerbach-Myers	1,000	100%

3. **Method of Converting Membership Units.**

3.1 The manner and basis of converting the outstanding interests of each company into interests of the Surviving Company are as follows:

(a) A fifty percent (50%) interest in the Merging Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

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(b) A fifty percent (50%) interest in the Surviving Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

4. Surviving Entity.

When this agreement shall become effective, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company, and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

5. Merger Permitted Under the Laws of Florida and South Carolina.

This merger is permitted under the relevant provisions of the Florida Business Corporation Act and the Maryland General Statutes.

6. Effective Date of Merger.

The effective date of the merger shall be the date the Articles of Merger are filed with and accepted by the Secretary of State of Florida and the Secretary of State of Maryland ("Effective Date").

7. Principal Office.

The principal office of the Surviving Company shall be 5900 Via Laguna, Naples, Florida 34108.

8. Name and Address of the Manager.

The name and address of the Manager of the Surviving Company following the merger shall be:

<u>Manager</u>	<u>Address</u>
Diane Auerbach Myers	5900 Via Laguna Naples, Florida 34108

9. Distributions Prior to Merger.

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its Members.

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10. Extraordinary Transactions.

Neither company shall, prior to the Effective Date, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

11. Submission to Members: Effective Date.

This Agreement has been submitted to the Members of the companies in the manner provided under applicable Florida and Maryland law. The signatures of the undersigned Member of each company representing a one hundred percent (100%) interest of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall become effective on the date set forth above.

12. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Company upon an affirmative vote of a majority of either of the company's directors without further action by either company's members.

13. Articles of Organization.

The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.

14. Operating Agreement.

The Operating Agreement following the merger shall be the Operating Agreement of the Surviving Company and no changes are necessitated by the contemplated merger.

IN WITNESS WHEREOF, the undersigned, constituting the Manager and sole Member of the Surviving Company and the Manager and sole Member of the Merging Company have executed this Agreement on the day and year first above written.

SURVIVING COMPANY:

AUERBACH-MYERS KEY WEST PROPERTY, LLC
a Florida Limited Liability Company

By: Diane Auerbach Myers
Diane Auerbach Myers,
As Manager and sole Member

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MERGING COMPANY:

AUERBACH-MYERS KEY WEST PROPERTY, LLC
a Maryland Limited Liability Company

By: *Diane Auerbach Myers*
Diane Auerbach Myers,
As Manager and sole Member