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SEA1008, LLC**

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 608.438, Florida Statutes.

ARTICLE I - NAME AND ADDRESS OF MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

5161 Collins 1008, Inc., a Florida corporation
5161 Collins Avenue, Unit 1115
Miami Beach, FL 33140

SEA1008, LLC, a Florida limited liability company
1000 Brickell Avenue,
Suite 300
Miami, FL 33131

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ARTICLE II - NAME AND ADDRESS OF SURVIVING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

SEA1008, LLC, a Florida limited liability company
1000 Brickell Avenue,
Suite 300
Miami, FL 33131

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ARTICLE III - PLAN OF MERGER

The plan of merger is attached.

ARTICLE IV - EFFECTIVE DATE OF MERGER

The merger shall become effective as July 25th, 2013.

ARTICLE V - APPROVAL OF MERGER (SURVIVING CORPORATION)

The attached Plan of Merger was adopted by the Managers of the surviving limited liability company on July 25th, 2013 and Member approval was not required.

ARTICLE VI - APPROVAL OF MERGER (MERGING CORPORATION)

The attached Plan of Merger was adopted by the officers and directors of the merging corporation on July 25th, 2013 and shareholder approval was not required.

ARTICLE VII - COMPLIANCE

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Merger at Miami, Florida, on this 25th day of July 2013.

SEA1008, LLC, a Florida limited
liability company

COUNSEL CASA NUESTRA, LLC
a Delaware limited liability company

By: 

Name: Robert R. Adams

Title: Authorized Signatory

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between 5161 Collins 1008, Inc., a Florida corporation (the "Merging Corporation"), and SEA1008, LLC, a Florida limited liability company (the "Entity"), for the purpose of merging the Merging Corporation with and into the Entity (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Entity hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), and Section 608.438 of the Florida Limited Liability Company Act ("FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the effective date (as defined herein) of the Merger, Merging Corporation shall be merged with and into the Entity. The Entity shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Entity") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective as of July 25th, 2013, and shall be memorialized of record by the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and FLLCA (the "Effective Date"). The Merger was approved by the Entity and the Merging Corporation in accordance with Chapters 607 and 608, Florida Statutes. All shareholders of Merging Corporation and all Member(s) of the Entity have consented to the Merger.

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

3. Officers. The persons who are the managers of the Entity immediately prior to the Effective Date shall constitute the managers of the Surviving Entity.

4. Name. The name of the Surviving Entity shall be: SEA1008, LLC.

5. Addresses. The Address of the Merging Corporation is 1000 Brickell Avenue, Suite 300, Miami, Florida 33131. The Address of the Entity is and shall be maintained at 1000 Brickell Avenue, Suite 300, Miami, Florida 33131.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Entity shall continue to be 1000 Brickell Avenue, Suite 300, Miami, Florida 33131. The name of the Registered Agent of the Surviving Entity shall continue to be AGI Registered Agents, Inc.

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

8. Conversion of Shares; Capitalization of Surviving Entity; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

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

(b) Pursuant to Section 607.1103 of the FBCA, there are no dissenting shareholders of the Merging Corporation or dissenting members of the Entity because all of the shareholders of Merging Corporation and all of the members of the Entity have consented to this Agreement.

9. 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.

10. Manager(s) of the Surviving Entity. The name and address of each Manager of the Surviving Entity is as follows:

COUNSEL CASA NUESTRA, LLC
a Delaware limited liability company
c/o 1000 Brickell Avenue, Suite 300
Miami, FL 33131

11. Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Entity the title to any property or rights of the Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Corporation, as of the Effective Date, 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 Surviving Entity and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, 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.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Corporation and by all of the Managers and Members of the Surviving Entity.

14. Costs. All costs in connection with this Plan and Agreement will be paid by the Surviving Entity.


15. 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 the appropriate Articles 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 and Agreement.

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

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


IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representative on July 25th, 2013.

5161 COLLINS 1008, INC.
a Florida corporation

By: 
Name: Robert R. Adams
Title: Authorized Signatory

SEA1008, LLC
a Florida limited liability company

COUNSEL CASA NUESTRA, LLC
a Delaware limited liability company

By: 
Name: Robert R. Adams
Title: Authorized Signatory