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Division of Corporations

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SFH II (DEI.), LLC

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Certificate of Status	0
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NO.375 002

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ARTICLES OF MERGER**MERGING****SFH II LLC****INTO****SFH II (DEL), LLC**03 JUN 16 AM 8:44
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The following articles of merger are being submitted in accordance with Florida Statutes, Section 608.4382.

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	SFH II LLC 777 N.W. 72 nd Avenue Miami, FL 33126	Florida	Limited Liability Company

Florida Document/Registration Number: L99000008137 FEI Number : 65-1088413

2.	SFH II (DEL), LLC 777 N.W. 72 nd Avenue Miami, FL 33126	Delaware	Limited Liability Company
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	SFH II (DEL), LLC 777 N.W. 72 nd Avenue Miami, FL 33126	Delaware	Limited Liability Company

THIRD: The attached Agreement or Plan of Merger meets the requirements of Florida Statutes, Section 608.438 and was approved by each entity that is a party to the merger in accordance with Florida Statutes, Chapter 608.

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FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of its jurisdiction (Delaware).

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Florida Statutes, Chapter 48, in any proceeding to enforce any obligation or rights of any dissenting members of the two limited liability companies that are parties to the merger.

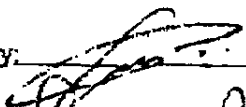
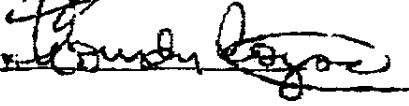
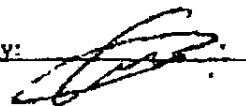
SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay any dissenting members of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under Florida Statutes, Section 608.4384.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the limited liability company or operating agreement or certificate of formation or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective on the date these Articles of Merger are filed with Florida Department of State.

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

TENTH: SIGNATURES FOR EACH PARTY.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
SFH II LLC	By: 	Georgi Zaczac, Manager
	By: 	Lourdes Zaczac, Manager
SFH II (DEL), LLC	By: 	Georgi Zaczac, Manager

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PLAN OF MERGER**MERGING****SFH II LLC****INTO****SFH II (DEL), LLC**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes, Section 608.4381, is being submitted in accordance with Section 608.438.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SFH II LLC	Florida
SFH II (DEL), LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SFH II (DEL), LLC	Delaware

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

SFH II, LLC, a Florida limited liability company is being merged into SFH II (DEL), LLC, a Delaware limited liability company.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:

Each Member of SFH II LLC shall receive a Member Interest in SFH II (DEL), LLC which is the same as the Member Interest in SFH II LLC (and with the same Percentage interest and other distribution rights such Member had in SFH II LLC).

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merged party into rights to acquire interests, shares,

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obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: The names and addresses of the manager of the surviving limited liability company is:

Georgi Zaczac
777 72nd Avenue
Miami, FL 33126


SIXTH: All statements that are required by the laws of the jurisdiction (Delaware) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Certificate of Formation
Certificate of Merger

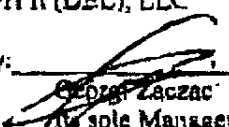
This Plan of Merger was signed this 16 day of June by the respective Managers of the two limited liability companies that are parties to this Plan of Merger.

SFH II LLC

By: 
Georgi Zaczac
Its Manager

By: 
Lourdes Zaczac
Its Manager

SFH II (DEL), LLC

By: 
Georgi Zaczac
Its sole Manager

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