

09/08/2011 11:04 AM

GUNSTER, YOKLEY

001/005

Division of Corporations

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M05000005374

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Verano Development LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$58.75

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

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KC Peacock Holdings LLC	Florida	Limited Liability Company LO6-122600

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Verano Development LLC	Delaware	Limited Liability Company M05-5374

THIRD: The attached plan of merger was approved by each domestic limited liability company 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: The effective date of the merger is the date this document is filed by the Florida Department of State.

SIXTH: The surviving party's principal office address in its home state, country or jurisdiction is as follows:

2711 Centerville Road, Suite 400
Wilmington, DE 19808

SEVENTH: 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: a.) The surviving party is qualified to transact business in this state, the surviving entity's address in the State of Florida is as follows:

Street address: 701 South Olive Avenue, Suite 104, West Palm Beach, FL 33401

b.) The surviving party 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

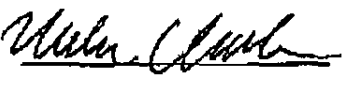
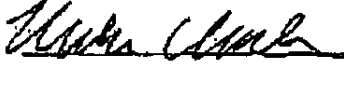
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entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Verano Development LLC		The Kolter Group LLC, Sole Manager By: Michael Clarke, Mgr.
KC Peacock Holdings LLC		The Kolter Group LLC, Sole Manager By: Michael Clarke, Mgr.

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PLAN OF MERGER

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>
KC Peacock Holdings 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>
Verano Development LLC ¹	Delaware	Limited Liability Company

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

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of KC Peacock Holdings LLC shall be transferred to and vested in Verano Development LLC without further act or deed.

(b) Assumption of Obligations. All obligations of KC Peacock Holdings LLC shall become the obligations of Verano Development LLC.

FOURTH: A. The manner and basis of converting the securities of the merged party into the securities of the survivor, in whole or in part, into cash or other property are as follows:

Securities of KC Peacock Holdings LLC immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. There shall be no changes to the securities of Verano Development LLC.

B. The manner and basis of converting rights to acquire securities of each merged party into rights to acquire securities of the surviving entity, in whole or in part, into cash or property are as follows:

Upon the effective time and date of the merger, all rights in respect of securities of the KC Peacock Holdings LLC shall be canceled. There shall be no change in the rights to acquire securities of Verano Development LLC.

¹ Qualified to transact business in Florida, Doc. No. M05000003374.

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FIFTH: A limited liability company is the surviving entity and it is to be managed by a Manager. The name and address of the Manager of the surviving entity is as follows:

The Kolter Group LLC
701 South Olive Avenue, Suite 104
West Palm Beach, FL 33401

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