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Division of Corporations

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**Florida Department of State**  
**Division of Corporations**  
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TALLAHASSEE, FLORIDA  
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**Account Name : C T CORPORATION SYSTEM**  
**Account Number : FCA000000023**  
**Phone : (850) 222-1092**  
**Fax Number : (850) 878-5926**

**MERGER OR SHARE EXCHANGE****VIKOR 26, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$183.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached are the form and instructions to amend the Articles of Organization of a Florida Limited Liability Company.

A limited liability company can amend its articles of organization by filing articles of amendment with the Division of Corporations that meet the requirements of s. 608.411, Florida Statutes, which is printed on the reverse side of this letter.

- Pursuant to s. 608.4081, Florida Statutes, the document must be typed or printed and must be legible.
- Pursuant to s. 608.409(2), Florida Statutes, an effective date may be specified but it must be specific, cannot be prior to the date of filing, and cannot be more than 90 days in the future.
- If the registered agent is changed by the amendment, the new agent must sign accepting the appointment, and must state that he or she is familiar with and accepts the obligations of the position. Additional sheets may be attached if necessary.
- The fees are as follows:

\$25.00	Filing Fee
\$30.00	Certified copy (optional)
\$ 5.00	Certificate of Status (optional)

- Submit one check made payable to the Florida Department of State for the total amount of the filing fee and any certificate or copy. Please include a cover letter containing your daytime telephone number and return address. A letter of acknowledgment will be issued after the amendment has been filed.

Any further inquiries on this matter should be directed to the Registration Section by calling (850) 245-6051, or by writing Division of Corporations, P. O. Box 6327, Tallahassee, FL, 32304.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
OF  
JS 26, LLC, a Florida limited liability company (the "Merging Entity")  
WITH AND INTO  
VIKOR 26, LLC, a Delaware limited liability company (the "Surviving Entity")**

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JS 26, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VIKOR 26, LLC	Delaware	Limited Liability Company

**THIRD:** The attached Agreement and Plan of Merger was approved by JS 26, LLC in accordance with Chapter 620 and Chapter 608, Florida Statutes.

**FOURTH:** The attached Agreement and Plan of Merger was approved by the Surviving Entity in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**FIFTH:** The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

**SIXTH:** The principal address of the Surviving Entity is c/o Vikor Operating, LLC, 1101 Brickell Avenue, Suite 1005 South, Miami, Florida 33131.

**SEVENTH:** As of the effective date of the merger, by virtue of the merger and without any action on the part of Surviving Entity or the Merging Entity, all outstanding membership interests of the Merging Entity shall be canceled and all the membership interest of the Surviving Entity shall remain outstanding and unchanged.

[Signatures appear on the following page.]

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IN WITNESS WHEREOF, JS 26, LLC and VIKOR 26, LLC have caused this Certificate  
of Merger to be signed this 7 day of June, 2006.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGING ENTITY:**

JS 26, LLC,  
a Florida limited liability company

By: Sheldon E. Guren  
Sheldon E. Guren, a Manager

**SURVIVING ENTITY:**

VIKOR 26, LLC,  
a Delaware limited liability company

By: VIKOR 26 OPERATING, LLC,  
a Delaware limited liability company,  
its Managing Member

By: Sheldon E. Guren  
Sheldon E. Guren, a Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
JS 26, LLC  
AND  
VIKOR 26, LLC**

The following Agreement and Plan of Merger, was adopted and approved by each party to the merger in accordance with the provisions of Section 608.4381 of the Florida Limited Liability Act (the "LLC Act"), and is being submitted in accordance with Section 608.438 of LLC Act and Section 18-209 of the Delaware Limited Liability Company Act.

**FIRST:** The exact name and jurisdiction of organization of the merging entity (the "Merging Entity") is as follows:

Name of Merging Entity

Jurisdiction of Merging Entity

JS 26, LLC

Florida

**SECOND:** The name of the surviving entity is VIKOR 26, LLC, a Delaware limited liability company (the "Surviving Entity").

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

As of the effective date of the merger, the Merging Entity shall be merged with and into the Surviving Entity, and as of such date, the Surviving Entity shall assume all the rights, privileges and obligations of the Merging Entity and shall continue to exist under the laws of the State of Delaware, and the Merging Entity shall cease to exist.

As of the effective date of the merger, the Certificate of Formation of the Surviving Entity shall remain in effect until thereafter amended or restated as provided therein or by the Delaware Limited Liability Company Act.

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

As of the effective date of the merger, by virtue of the merger and without any action on the part of the Surviving Entity or the Merging Entity, all outstanding membership interests of the Merging Entity shall be canceled and all the membership interests of the Surviving Entity shall remain outstanding and unchanged.

[Signatures appear on the following page.]

FILED

IN WITNESS WHEREOF, JS 26, LLC and VIKOR 26, LLC have caused this Agreement  
and Plan of Merger to be signed this 12 day of June, 2006.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGING ENTITY:**

JS 26, LLC,  
a Florida limited liability company

By: Sheldon B. Guren  
Sheldon B. Guren, a Manager

**SURVIVING ENTITY:**

VIKOR 26, LLC,  
a Delaware limited liability company

By: VIKOR 26 OPERATING, LLC,  
a Delaware limited liability company,  
its Managing Member

By: Sheldon B. Guren  
Sheldon B. Guren, a Member