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**MERGER OR SHARE EXCHANGE
KRA TOWER (DELAWARE), LLC**

Certificate of Status	0
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Estimated Charge	\$78.75

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**MERGER OR SHARE EXCHANGE
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TRANSMISSION VERIFICATION REPORT

CERTIFICATE OF MERGER
OF
KRA TOWER, LLC,
a Florida limited liability company (the "Merging Entity").
WITH AND INTO
KRA TOWER (DELAWARE), LLC,
a Delaware limited liability company (the "Surviving Entity").

The following Certificate of Merger is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

FIRST. The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KRA TOWER, LLC	Florida	Limited Liability Company

SECOND. (i) The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KRA TOWER (DELAWARE), LLC	Delaware	Limited Liability Company

and

(ii) the name of the Surviving Entity shall herewith be changed to AGAVE BAYSHORE DRIVE, LLC.

THIRD. Pursuant to an Agreement and Plan of Merger by and between the Merging Entity and the Surviving Entity (the "Plan of Merger"), the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving limited liability company in the Merger.

FOURTH. The Plan of Merger was approved and executed by the Merging Entity in accordance with Section 608.4381 of the Florida Act.

FIFTH. The Plan of Merger was approved and executed by the Merging Corporation in accordance with Section 18-209 of the Delaware Act.

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SIXTH. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

SEVENTH. Pursuant to the Plan of Merger, as of the Effective Date, the following amendment to the Certificate of Formation of the Surviving Entity is to be effected by the Merger: "The name of the Surviving Entity shall be changed to "AGAVE BAYSHORE DRIVE, LLC".

EIGHTH. The Certificate of Formation of the Surviving Entity shall be the Certificate of Formation of the surviving limited liability company except that the name shall be changed to AGAVE BAYSHORE DRIVE, LLC.

NINTH. The principal address of the Surviving Entity shall be 2601 South Bayshore Drive, Suite 200, Miami, Florida, 33133. A copy of the Plan of Merger is on file at the principal address of the Surviving Entity and will be furnished by the Surviving Entity, on written request and without cost, to any member of the Merging Entity.

TENTH. The Surviving Entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595 of the Florida Act.

 [SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be signed this 28th day of September, 2012.

MERGING ENTITY:

KRA TOWER, LLC, a Florida limited liability company

By: AGAVE GROVE, LLC, as the sole manager of KRA Tower, LLC

By: 
Jose Antonio Perez Helguera, Authorized Manager

SURVIVING ENTITY:

KRA TOWER (DELAWARE), LLC, a Delaware limited liability company

By: 
Jose Antonio Perez Helguera, Authorized Manager

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*[Signature page to Certificate of Merger of KRA Tower, LLC with and into
KRA Tower (Delaware), LLC]*

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