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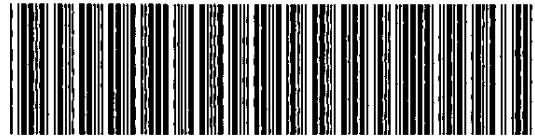
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUL 23 PM 12:22

Marger  
@ 7/24/12

LAW OFFICES  
**Green, Kahn & Piotrkowski, P.A.**

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET  
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July 20, 2012

Via Federal Express:  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Plan of Merger and Articles of Merger  
Brown Port St. Lucie, Inc./Surviving Corporation  
Brolando Florida Investments, Inc./Merging Corporation  
Our File No. 12-2232

Gentlemen:

Enclosed herewith please find original and one copy of the Plan of Merger and original and one copy of Articles of Merger for the above, together with our check in the amount of \$70.00 representing the filing fee.

After filing, please forward to this office the copy of the Articles of Merger marked "filed" and a copy of the Plan of Merger marked "filed". I have enclosed a return envelope for your convenience in mailing.

Your prompt attention to this matter is appreciated.

Very truly yours,



JOEL S. PIOTRKOWSKI

JSP:ss  
Enclosures

ARTICLES OF MERGER

FOR

BROWN PORT ST. LUCIE HOLDINGS, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First:

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brown Port St. Lucie Holdings, Inc.	Florida

Second:

The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brolando Florida Investments, Inc.	Florida

Third:

The Plan of Merger is attached.

Fourth:

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

Fifth:

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 25, 2012.

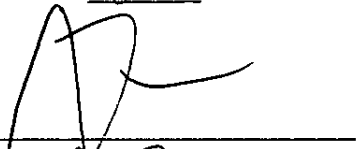
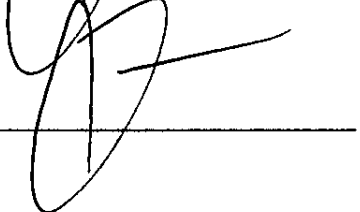
Sixth:

The Plan of Merger was adopted by the shareholders of the merging corporation on June 25, 2012.

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SECRETARY OF STATE  
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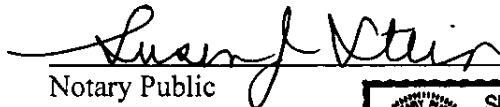
Seventh:

Signatures for Each Corporation

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual &amp; Title</u>
Brown Port St. Lucie Holdings, Inc.		Jay Brown, President
Brolando Florida Investments, Inc.		Jay Brown, Director, Vice-President

STATE OF FLORIDA            )  
   :SS.  
 COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 2012, by Jay Brown, as President of Brown Port St. Lucie Holdings, Inc., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
 Notary Public



STATE OF FLORIDA            )  
   :SS.  
 COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 2012, by Jay Brown, as Director and Vice-President of Brolando Florida Investments, Inc., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
 Notary Public



PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First:

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brown Port St. Lucie Holdings, Inc.	Florida

Second:

The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brolando Florida Investments, Inc.	Florida

Third:

The terms and conditions of the merger are as follows: (a) the assets of Brolando Florida Investments, Inc. are being transferred to Brown Port St. Lucie Holdings, Inc.; (b) Brolando Florida Investments, Inc. shall cease to exist and shall be merged into and become a part of Brown Port St. Lucie Holdings, Inc.; (c) each share of Brolando Florida Investments, Inc. shall be exchanged for one (1) share of Brown Port St. Lucie Holdings, Inc.; (d) all obligations of Brolando Florida Investments, Inc. shall be paid current and in full at the time of the merger by Brolando Florida Investments, Inc.; (e) Brown Port St. Lucie Holdings, Inc. shall become liable for any debts and obligations of Brolando Florida Investments, Inc. which remain; (f) Brolando Florida Investments, Inc. has advised that they have paid any and all debts in full prior to the merger; (g) there are no amendments or restatement to the Articles of Incorporation of Brown Port St. Lucie Holdings, Inc.

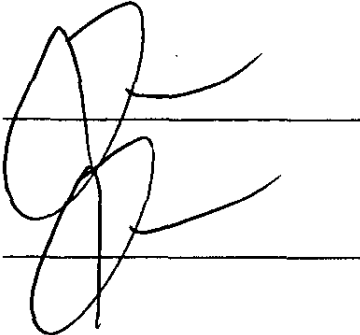
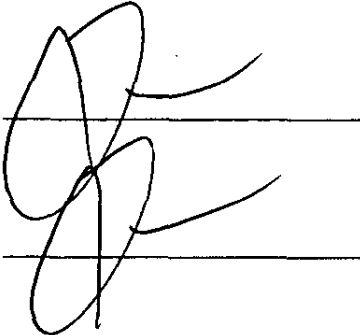
Fourth:

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: The shares of Brolando Florida Investments, Inc. are being converted and exchanged one for one for the shares of Brown Port St. Lucie Holdings, Inc. Brolando Florida Investments, Inc. shall cease to exist and shall be merged into and become a part of Brown Port St. Lucie

Holdings, Inc. There are no rights in Brolando Florida Investments, Inc. held by any shareholders to acquire any additional shares in said company.

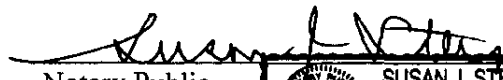

Fifth:

Signatures for Each Corporation

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual &amp; Title</u>
Brown Port St. Lucie Holdings, Inc.		Jay Brown, President
Brolando Florida Investments, Inc.		Jay Brown, Director, Vice-President

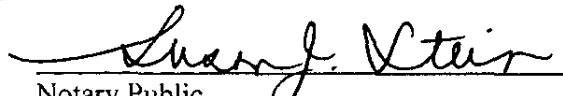
STATE OF FLORIDA )  
:SS.  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 2012, by Jay Brown, as President of Brown Port St. Lucie Holdings, Inc., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public 

STATE OF FLORIDA )  
:SS.  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 2012, by Jay Brown, as Director and Vice-President of Brolando Florida Investments, Inc., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public 