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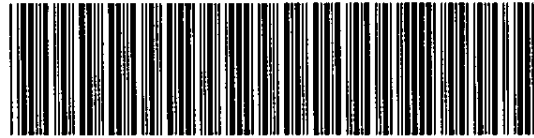
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 15, 2012

Florida Department of State
Registration Section
Division of Corporations
P.O Box 6327
Tallahassee, Florida 32314

**Re: Articles of Merger of PROCOM PROPERTIES, LLC. And
PROCOM PROPERTIES, INC.**

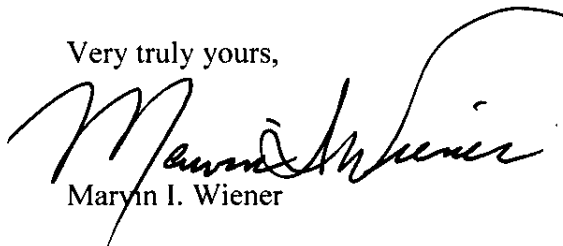
Dear Gentlepersons,

Enclosed please find:

1. Original Articles of Merger of PROCOM PROPERTIES, LLC. and PROCOM PROPERTIES, INC. As noted in the Articles, PROCOM PROPERTIES, INC. is the surviving entity.
2. Photocopy of the Plan of Merger between PROCOM PROPERTIES, LLC. and PROCOM PROPERTIES, INC.
3. Our check for \$78.75 representing the filing fees and cost of a certified copy.

Please contact us if we can give you any additional information.

Very truly yours,



Marvin I. Wiener

MIW/enclosures

cc: Mr. Flavio Quesada

**ARTICLES OF MERGER
OF PROCOM PROPERTIES, LLC AND PROCOM PROPERTIES, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


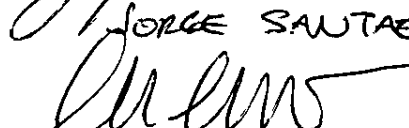
These ARTICLES OF MERGER are being entered into by PROCOM PROPERTIES, INC ("INC") and PROCOM PROPERTIES, LLC ("LLC"), pursuant to the provisions of Section 607.1109 (pertaining to Corporations) and section 608.4382 (pertaining to Limited Liability Companies) of Florida Statutes. INC and LLC do hereby certify as follows:

1. A Plan of Merger has been entered into on November 7, 2012 by and among INC and LLC (the "Plan of Merger").
2. The only parties involved in this merger are INC and LLC. The Plan of Merger was unanimously approved by:
 - a. The shareholders and board of directors of INC
 - b. The manager and all of the members of LLC.
 - c. The manager and all of the members of LLC.
3. The Plan of Merger provides for the merging of LLC into INC, so that the surviving entity shall be INC, and the name of the surviving entity shall remain PROCOM PROPERTIES, INC.
4. After the effective date of the merger, the Articles of Organization of INC shall be unchanged.
5. The Plan of Merger is on file at the principal place of business and the surviving entity, the address of which is 10100 NW 25 ST, Doral, Florida 33172.
6. A copy of these Articles of Merger, once effective, and certified by the Department of State, State of Florida, will be kept in file in the office of the President of INC.
7. There are two (2) shareholders of INC. These shareholders own all of the membership interests in LLC. The shareholders and membership interests in both INC and LLC are owned by these two (2) persons in the same proportions. Thus, after this merger has been completed, the equity interests of INC remains the same as before the Plan of Merger was entered into, and the share ownership of INC remains the same.

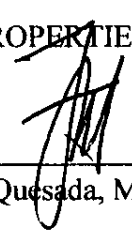
8. This merger shall become effective on the date that it is filed with the Department of State of the State of Florida.

The parties to these Articles of Merger have signed this instrument in the presence of witnesses on this 7th day of November 2012.

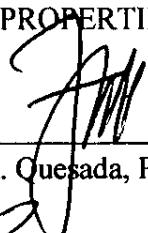
WITNESSES:


JORGE SANTAELLA

Marilyn Amaro

PROCOM PROPERTIES, LLC.

By: 
Flavio R. Quesada, Managing Member

PROCOM PROPERTIES, INC.

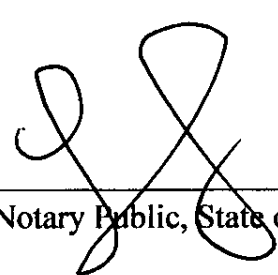
By: 
Flavio R. Quesada, President

Attest: 
Emilio R. Garcia, Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7th day of November, 2012, by FLAVIO R. QUESADA and EMILIO R. GARCIA and the witness, Marvin I. Wiener, all of whom are personally known to me.




Notary Public, State of Florida

**PLAN OF MERGER
BETWEEN
PROCOM PROPERTIES, LLC. AND PROCOM PROPERTIES, INC.**

PROCOM PROPERTIES, INC. ("INC") is a Florida corporation whose Articles of Incorporation were filed with the Department of State, State of Florida on June 16, 1997. PROCOM PROPERTIES, LLC. ("LLC") is a Limited Liability Company whose Articles of Organization were filed with the Florida department of State on November 22, 2004. The Limited Liability Company was formed in order to effectuate a non-taxable exchange of properties pursuant to section 1231 of the Internal Revenue Code of 1986. LLC has been a disregarded entity for federal income tax purposes. LLC and INC are owned by the same two persons, both having the same percentages of ownership in each entity. For convenience, the parties have determined that both INC and LLC should merge into one entity, and have therefore caused the following plan of merger to be adopted by both of them:

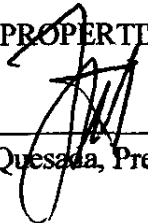
- A. PROCOM PROPERTIES, LLC. and PROCOM PROPERTIES, INC. shall be merged into one corporation. The surviving entity shall be PROCOM PROPERTIES, INC.
- B. After the effective date of this Merger the Article of Organization of PROCOM PROPERTIES, INC. shall be unchanged.
- C. The shareholders and membership interests in both entities have always been owned by the same two persons in the same proportions. These equity interests remain unchanged.
- D. The attorney for this Corporation shall cause Articles of Merger to be prepared consistent with this Plan and have them filed with the Department of State, State of Florida. A copy of this Plan shall be incorporated in the records of PROCOM PROPERTIES, INC. and kept in file in the offices of the Corporation.

Dated this 7th day of November, 2012

PROCOM PROPERTIES, LLC

By: 
Flavio R. Quesada, Managing Member

PROCOM PROPERTIES, INC.

By: 
Flavio R. Quesada, President

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