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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
Bentzen Funding Solutions, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

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A. LUNT

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EXAMINER

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**CERTIFICATE OF MERGER  
FOR  
BENTZEN FUNDING SOLUTIONS, LLC**

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes:

**FIRST:** The exact name, form and entity type, and jurisdiction for the Merging Party are as follows:

Name	Entity Type	Jurisdiction
Bentzen Funding Solutions, LLC	limited liability company	Florida

**SECOND:** The exact name, form and entity type, and jurisdiction for the Surviving Party are as follows:

Name	Entity Type	Jurisdiction
Bentzen Funding Solutions, LLC	limited liability company	Nevada

**THIRD:** The attached Agreement and Plan of Merger was approved by all parties to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**FOURTH:** The attached Agreement and Plan of Merger was approved by all parties to the merger in accordance with the applicable provisions of laws of the State of Nevada.

**FIFTH:** The effective date of the merger is the later of the (i) filing of this Certificate of Merger with the Florida Secretary of State and (ii) filing of the Articles of Merger for the Surviving Party with the Nevada Secretary of State.

**SIXTH:** The principal office address and jurisdiction of the Surviving Party is as follows:

Address	Jurisdiction
Bentzen Funding Solutions, LLC PMB #313 502 East John Street, Room E Carson City, Nevada 89706-3078	Nevada

**SEVENTH:** The surviving party, Bentzen Funding Solutions, LLC, a Nevada limited liability, agrees to pay any members of the merging party, Bentzen Funding Solutions, LLC, a Florida limited liability company, with appraisal rights the amount to which members are entitled under Sections 608.4351-43595 of the Florida Statutes.

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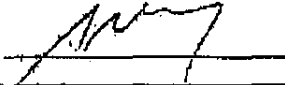
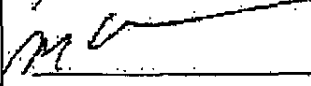
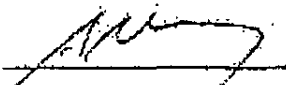
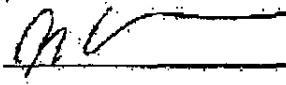
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**EIGHTH:** The Surviving Party is, simultaneous with the filing of this Certificate of Merger, authorized to transact business in Florida.

**NINTH:** Signatures

SURVIVING PARTY	SIGNATURE	NAME, TITLE
Bentzen Funding Solutions, LLC, a Nevada limited liability company		Andrew Savvsky, President
Bentzen Funding Solutions, LLC, a Nevada limited liability company		Michael Asseff, Chief Executive Officer
MERGING PARTY	SIGNATURE	NAME, TITLE
Bentzen Funding Solutions, LLC, a Florida limited liability company		Andrew Savvsky, Manager
Bentzen Funding Solutions, LLC, a Florida limited liability company		Michael Asseff, Manager

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger made and entered into as of the Effective Date between the following limited liability companies (each, a "Constituent LLC" and collectively, the "Constituent LLCs"):

- Bentzen Funding Solutions, LLC, a Nevada limited liability company (the "Surviving LLC"); and
- Bentzen Funding Solutions, LLC, a Florida limited liability company (the "Merged LLC").

1. Merger Description. The Surviving LLC and the Merged LLC shall, pursuant to the Florida Business Limited Liability Company Act (Chapter 608 of the Florida Statutes) and Nevada Revised Statutes Chapters 86 (entitled Limited Liability Companies) and 92A, entitled (Mergers, Conversions, Exchanges and Domestications), execute and undergo a merger ("Merger"), in which the Constituent LLCs shall be merged and the separate existence of the Merged LLC will cease and the Surviving LLC shall be the surviving limited liability company. The Surviving LLC shall operate under the name Bentzen Funding Solutions, LLC, a Nevada limited liability company. The Merged LLC shall cease at the effective time and date of the merger as provided in the Florida Business Limited Liability Company Act.

2. Effective Date. This Merger shall be effective upon the date ("Effective Date"), which is the later of (i) filing of the Certificate of Merger in the State of Florida and (ii) filing of the Articles of Merger in the State of Nevada.

3. Approvals. The undersigned hereby certify that this Agreement and Plan of Merger was unanimously adopted in resolutions of the Members and Managers of the Merged LLC, and of the Managing Members of the Surviving LLC.

4. Articles of Organization and Operating Agreement. The Articles of Organization and Amended and Restated Operating Agreement of the Surviving LLC in effect at the time the Merger becomes effective shall be and remain the Articles of Organization and Operating Agreement of the Surviving LLC, except as amended as provided in the Articles of Merger of the Surviving LLC, and thereafter shall remain effective until the same are further altered, amended, or repealed as therein provided and in the manner prescribed by the Nevada Revised Statutes Chapter 86, entitled Limited Liability Companies.

5. Managing Members. The Managing Members of the Surviving LLC have resigned as of the time the Merger becomes effective and shall be replaced by the new Managing Member of the Surviving LLC as provided under the Amended and Restated Operating Agreement of the Surviving LLC, until successors are duly elected and qualified under Nevada Revised Statutes Chapter 86, entitled Limited Liability Companies and the Amended and Restated Operating Agreement of the Surviving LLC.

6. Disposition of Interests. Upon the Merger becoming effective all membership interests (i.e., all rights title and interests) of the members of the Merged LLC shall automatically be converted on a 1:1 basis into membership interests in the Surviving LLC. All membership interests in the Merged LLC shall then be deemed canceled. Automatically upon the Merger becoming effective, the members of the Surviving LLC shall have contributed their membership interests in the Surviving LLC to Structured Asset Holdings, LLC, a Florida limited liability company ("Parent"). Both immediately

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prior to, and immediately after, the Merger, the ownership interests, and ownership percentages, of the membership interests in Parent remain the same. The relative rights and obligations with respect to the membership interests of the Surviving LLC shall be governed by the Amended and Restated Operating Agreement of the Surviving LLC.

7. Filing of Documents The Constituent LLCs shall cause to be executed and/or recorded any document or documents required to be filed for this Merger under the laws and regulations of the State of Florida and the State of Nevada, and that they will perform or cause to be performed all necessary acts in those jurisdictions and elsewhere to effectuate the merger.

8. Dissenters Rights The members of the Merged LLC dissenting from the Merger, if any, are entitled, if they comply with the provisions of Sections 608.4351 - 43595 of the Florida Limited Liability Company Act, to be paid the appraised fair value of their shares.

9. Execution of Necessary Acts The Managers of the Merged LLC, and the Managing Members of the Surviving LLC, are hereby authorized, empowered, and directed to do any and all acts, and execute, make, deliver, file and/or record any and all documents necessary to carry out or put into effect this Agreement and Plan of Merger and the actual Merger.

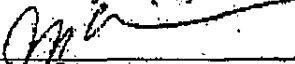
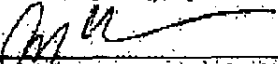
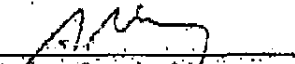
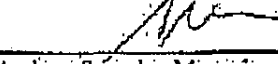
IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed and acknowledged by the Members, Managers and Managing Members, as applicable, of the Constituent LLCs on the date first written above.

[Signatures appear on the following page]

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[Signature page to Agreement and Plan of Merger by and between Bentzen Funding Solutions, LLC, a Nevada limited liability company, and Bentzen Funding Solutions, LLC, a Florida limited liability company]

MERGED LLC:	SURVIVING LLC:
Bentzen Funding Solutions, LLC, a Florida limited liability company	Bentzen Funding Solutions, LLC, a Nevada limited liability company
By:  Michael Asseff, Manager	By:  Michael Asseff, Managing Member
By:  Andrew Savvsky, Manager	By:  Andrew Savvsky, Managing Member

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