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MERGER OR SHARE EXCHANGE
BYRD CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
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C.COULLETTE

JAN 27 2011

EXAMINER

**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 24 day of JANUARY, 2011, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

HA-LEN PLAYA VISTA, INC., a California corporation (the "Merging Corporation"); and
BYRD CENTER, INC., a Florida corporation (the "Surviving Corporation").

BACKGROUND

A. The Merging Corporation is a corporation organized and existing under the laws of the State of California, having its Articles of Incorporation filed and effective on July 6, 2004.

B. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on December 27, 2010. There are one thousand (1,000) shares of voting common stock and one thousand (1,000) shares of non-voting stock currently issued and outstanding, all of which shares are owned by and in the same percentage as the shareholders of Merging Corporation.

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of the Constituent Corporations including to: retain management; enhance business operations; that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Presidents of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the filing of these Articles with the Secretary of State of Florida (the "Effective Date").

This document prepared by:
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Florida Bar No. 283525
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Rubin Forman Fleisher P.A.
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Boca Raton, Florida 33428
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2. The names of the corporations that are parties to the Merger are as follows:

- a) HA-LEN PLAYA VISTA, INC.; and
- b) BYRD CENTER, INC.

3. The Surviving corporation shall be **BYRD CENTER, INC.**

4. The undersigned hereby certify that this Plan was adopted by unanimous written consent by the Shareholders and Board of Directors of the Constituent Corporations on the 24 day of JANUARY, 2011.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merging Corporation shall be cancelled and each of the shares of the Surviving Corporation shall remain issued and outstanding.

6. The By-Laws of the Surviving Corporation shall remain in effect until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The Shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.

10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

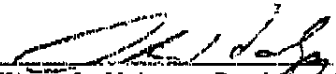
11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to

any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

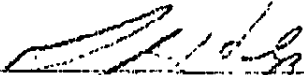
12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation; and, any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of each of the Constituent Corporations.

HA-LEN PLAYA VISTA, INC., a California corporation

By: 
Glenn L. Halpryn, President

BYRD CENTER, INC., a Florida corporation

By: 
Glenn L. Halpryn, President

**ACTION BY SHAREHOLDERS
AND BOARD OF DIRECTORS
OF
HA-LEN PLAYA VISTA, INC.**

The undersigned, being the Shareholders and Board of Directors of HA-LEN PLAYA VISTA, INC., a California corporation, hereby waive all formal requirements to the actions set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

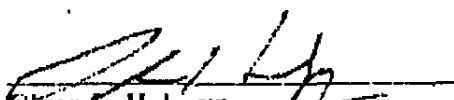
1. This Corporation shall adopt the Articles and Plan of Merger as attached hereto and incorporated herein as Exhibit "A". The Board of Directors of this Corporation established that the merger is advisable for its general welfare and advantage, including to retain management; enhance business operations; to promote the business by having all shareholders provide services to it; and to eliminate shareholders that are potentially competitive with the business.

2. The Directors and Officers of this Corporation are authorized and directed to effectuate and execute said Articles and Plan of Merger on behalf of this Corporation and to take such other actions as may be necessary to effectuate said Articles and Plan of Merger; and

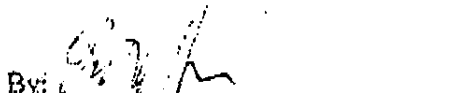
3. The undersigned waive any and all rights given by law to dissent to the described merger and to have our shares of stock in this Corporation purchased or redeemed for their fair market value and other shareholders dissenting from the merger are entitled by law to be paid the fair market value of their share by making a written demand on the Corporation within twenty (20) days after the date of notice of the Action is given to such shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 24 day of January, 2011.

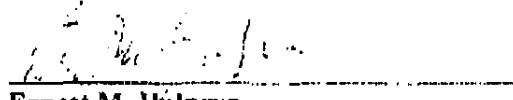
SHAREHOLDERS:

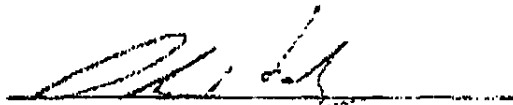

Glenn L. Halpryn

**Prine Invest Limited, a British Virgin
Island corporation**

By: 
Ernest M. Halpryn, President

DIRECTORS:


Ernest M. Halpryn


Glenn L. Halpryn


Alan Jay Weisberg

**ACTION BY SHAREHOLDERS
AND BOARD OF DIRECTORS
OF BYRD CENTER, INC.**

The undersigned, being the Shareholders and Board of Directors of BYRD CENTER, INC., a Florida corporation, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

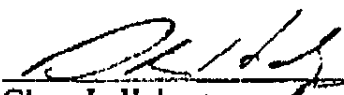
1. The Corporation shall adopt the Articles and Plan of Merger as attached hereto and incorporated herein as Exhibit "A". The Board of Directors of this Corporation established that the merger is advisable for its general welfare and advantage, including to retain management; enhance business operations; to promote the business by having all shareholders provide services to it; and to eliminate shareholders that are potentially competitive with the business.

2. The Directors and Officers of this Corporation are authorized and directed to effectuate and execute said Articles and Plan of Merger on behalf of this Corporation and to take such other actions as may be necessary to effectuate said Articles and Plan of Merger; and

3. The undersigned waive any and all rights given by law to dissent to the described merger and to have our shares of stock in this Corporation purchased or redeemed for their fair market value

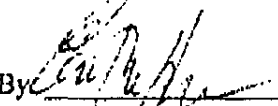
IN WITNESS WHEREOF, we have hereunto set our hands this 24 day of JANUARY, 2011.

SHAREHOLDERS:



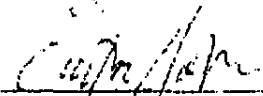
Glenn L. Halpryn

Prine Intervest Limited, a British Virgin
Island corporation

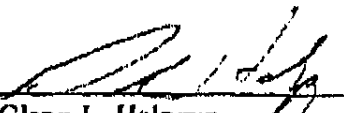
By 

Ernest M. Halpryn, President


DIRECTORS:



Ernest M. Halpryn



Glenn L. Halpryn



Alan Jay Weisberg