**STATE OF CALIFORNIA**
**TONY MILLER**
**ACTING SECRETARY OF STATE**
**LIMITED LIABILITY COMPANY**
**CERTIFICATE OF MERGER**

**IMPORTANT - Read instructions before completing the form.**

This document is presented for filing pursuant to Section 17552(a) of the California Corporations Code.

<table>
<thead>
<tr>
<th>1. Name of surviving entity:</th>
<th>2. Type of entity:</th>
<th>3. File number:</th>
<th>4. Jurisdiction of organization:</th>
</tr>
</thead>
<tbody>
<tr>
<td>P.A. Management Partners, LLC</td>
<td>Limited Liability Company</td>
<td>101997304053</td>
<td>California</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>P.A. Management Partners</td>
<td>general partnership</td>
<td>n/a</td>
<td>California</td>
</tr>
</tbody>
</table>

9. If a vote was required pursuant to Section 17551, enter each class entitled to vote and the percentage of vote required:

<table>
<thead>
<tr>
<th>Surviving Entity</th>
<th></th>
<th>Disappearing Entity</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Each class entitled to vote</td>
<td>Percentage of vote required</td>
<td>Each class entitled to vote</td>
<td>Percentage of vote required</td>
</tr>
<tr>
<td>Member</td>
<td>Unanimous</td>
<td>General Partner</td>
<td>In excess of 50% of Partners' Profit Percentages</td>
</tr>
</tbody>
</table>

If the surviving entity is a limited liability company, complete Item 10 and proceed to Item 13.

10. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company:

None

If the surviving entity is a foreign limited liability company or other business entity, skip Item 10 and complete Items 11 through 15.

11. Address of the surviving limited liability company or other business entity:

<table>
<thead>
<tr>
<th>Address:</th>
<th>State:</th>
<th>Zip code:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

12. Information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was formed:

The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

13. Future effective date, if any:

14. Number of pages attached: 1

15. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed. Attach additional signatures on separate pages.

**See Signatures Attached Hereto**

Signature of authorized person for the surviving entity

Type or print name and title

**See Signatures Attached Hereto**

Signature of authorized person for the disappearing entity

Type or print name and title

**FILED**

in the office of the Secretary of State

of the State of California

**DEC 1 1997**

**BILL JONES, Secretary of State**

LLC-4

Approved by the Secretary of State

08/31/96

Filing Fee - see instructions
"DISAPPEARING ENTITY"

P.A. MANAGEMENT PARTNERS, a California general partnership

By: Edward M. Czuker
   General Partner

By: Jan Czuker
   General Partner

By: Susanne Czuker
   General Partner

"SURVIVING ENTITY"

P.A. MANAGEMENT PARTNERS, LLC, a California limited liability company

By: Edward M. Czuker
   Member

By: Jan Czuker
   Member

By: Susanne Czuker, Member