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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WATERFORD CROSSINGS GP, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WATERFORD CROSSINGS PROPERTY, LP", A DELAWARE LIMITED PARTNERSHIP,

"WATERFORD HELLER, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WATERFORD STONE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WATERFORD CROSSINGS, LLC" UNDER THE NAME OF "WATERFORD CROSSINGS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2015, AT 11:04 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF MARCH, A.D. 2015, AT 9 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

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150406818

AUTHENTICATION: 2232462

DATE: 03-25-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:40 AM 03/25/2015
FILED 11:04 AM 03/25/2015
SRV 150406818 - 5694988 FILE

STATE OF DELAWARE

CERTIFICATE OF MERGER

The undersigned limited liability company, organized and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify:

FIRST: That the name and state of domicile of each of the constituent entities to the merger are as follows:

Name of Entity	Type of Entity	State of Domicile
Waterford Crossings, LLC	Limited Liability Company	Delaware
Waterford Crossings Property, LP	Limited Partnership	Delaware
Waterford Crossings GP, LLC	Limited Liability Company	Delaware
Waterford Stone, LLC	Limited Liability Company	Delaware
Waterford Heller, LLC	Limited Liability Company	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged as follows: (i) by Waterford Crossings Property, LP in accordance with the requirements of Section 211 of the Delaware Revised Uniform Limited Partnership Act, as amended; and (ii) by Waterford Crossings, LLC; Waterford Crossings GP, LLC; Waterford Stone, LLC and Waterford Heller, LLC, all in accordance with the requirements of Section 209 of the Delaware Limited Liability Company Act, as amended.

THIRD: That the surviving entity of the merger is Waterford Crossings, LLC a Delaware limited liability Company.

FOURTH: That the executed Merger Agreement is on file at an office of the surviving limited liability company, which address is 615 Palisades Avenue, Santa Monica, CA 90402.

FIFTH: That a copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any partner or member in any constituent entity.

SIXTH: That the merger shall be effective as of 9:00 AM (EST) on March 26, 2015.

IN WITNESS WHEREOF, Waterford Crossings, LLC has caused this Certificate of Merger to be signed by the undersigned authorized officer on this 23rd day of March, 2015.

Waterford Crossings, LLC
By: HS Properties, LLC, Sole Member

By: _____
Howard L. Stone, Manager