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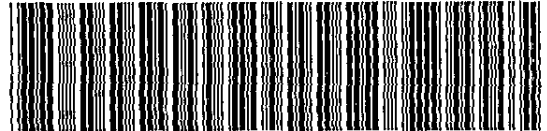
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DATE: 08-22-05

**NAME: ST JOHNS ESTATES DEVELOPMENT CO.
INTO ATLANTIC CAPITAL-ST. JOHNS ESTATES LLC**

TYPE OF FILING: MERGER

COST: CHECK NUMBER 199108 FOR \$90.00 IS ATTACHED

RETURN: CERTIFIED COPY

~~ACCOUNT FCA0000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF

St. Johns Estates Development Company
Into
Atlantic Capital - St. Johns Estates LLC

P05000041179
L050000072301

The following articles of merger are being submitted in accordance with sections(s)
607.1109 and 608.4382, Florida Statutes:

1. The exact name, street address of its principal office, jurisdiction, and entity
type of **each merging party** are as follows:

Name and Street Address

St. Johns Estates Development Company
One North Clematis Street, Suite 200
West Palm Beach Florida

Jurisdiction
Florida

Entity Type
Corporation

Name and Street Address

Atlantic Capital - St. Johns Estates LLC
One North Clematis Street, Suite 200
West Palm Beach Florida

Jurisdiction
Florida

Entity Type
LLC

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2. The exact name, street address of its principal office, jurisdiction, and entity
type of the **surviving party** are as follows:

Name and Street Address

Atlantic Capital - St. Johns Estates LLC
One North Clematis Street, Suite 200
West Palm Beach Florida

Jurisdiction
Florida

Entity Type
LLC

3. The attached Plan of Merger meets the requirements of section(s) 607.1108
and 608.438, Florida Statutes, and was approved by each domestic corporation and limited
liability company that is a party to the merger in accordance with Chapter(s) 607 and 608,
Florida Statutes.

4. The merger is permitted under the laws of the State of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

5. The merger shall become effective as of the date the Articles of Merger are filed with the Department of State.

6. The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Executed this 19th day of August 2005.


St. Johns Estates Development Company

Atlantic Capital - St. Johns Estates LLC

By: Florida Atlantic Investments,
Inc., Sole Manager

By:


Armando A. Tabernilla
Vice President


Armando Tabernilla
Vice President

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 19th day of August 2005, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities"):

1. St. Johns Estates Development Company, a Florida corporation (hereinafter sometimes referred to as the "Merged Entity"); and
2. Atlantic Capital - St. Johns Estates LLC, a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Entity").

WITNESSETH:

WHEREAS, the board of directors and shareholder of the Merged Entity and the sole member of the Surviving Entity have by resolution established that it is advisable for the general welfare and advantage of the Constituent Entities that they merge into a single company which shall not be a new company, but shall be Atlantic Capital - St. Johns Estates LLC, one of the Constituent Entities and its existence as a limited liability company 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 mutual covenants, agreements, provisions, promises and grants herein contained, the Constituent Entities hereby execute this Plan of Merger in accordance with section(s) 607.1108 and 608.438, Florida Statutes:

1. The exact name and jurisdiction of each merging party are as follows:
 - (a) St. Johns Estates Development Company, Florida Corporation
 - (b) Atlantic Capital - St. Johns Estates LLC, a Florida limited Liability Company
2. The exact name and jurisdiction of the surviving party are as follows:

Atlantic Capital - St. Johns Estates LLC, a Florida limited Liability Company
3. Upon the merger becoming effective, each issued and outstanding share of the common stock of the Merged Entity shall be cancelled in exchange for no consideration, and shall no longer be deemed to be issued and outstanding, without any further action on the part of either Constituent Entities or the sole shareholder or member thereof. The number of Membership Units and Percentage Interest held by the sole member of the Surviving Entity shall remain the same.
4. The merger will not effect any change in the Operating Agreement or the Articles of Organization of the Surviving Entity.
5. The officers and sole manager of the Surviving Entity in office at the time the merger becomes effective shall be and remain the officers and sole manager of the Surviving Entity, and they shall hold office until their successors are duly elected and qualified.

6. The name and business address of the sole manager of the Surviving Entity are as follows:


Florida Atlantic Investments, Inc.
One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

7. Upon the merger becoming effective, as provided by the laws of the State of Florida, the separate existence of the Merged Entity shall cease and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Constituent Entities, 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 the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed, and the title to any real estate or any interest therein vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of this merger.

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


IN WITNESS WHEREOF, the Vice President of the Merged Entity and the Sole Manager of the Surviving Entity have caused this Plan of Merger to be executed this 19th day of August 2005.

St. Johns Estates Development Company

By: 
Armando A. Tabernilla, Vice President

Atlantic Capital - St. Johns Estates LLC

By: Florida Atlantic Investments, Inc., Sole Manager


Armando A. Tabernilla, Vice President