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FEB-23-06 07:32PM FROM-AKERMAN SENTERPITT & EIDSON 3053745095 T-44 P. 01/07 F-13

Florida Department of State
Division of Corporations
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From: Rose Wong, Paralegal
Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.
Account Number : 075471001363
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Fax Number : (305)374-5095

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MERGER OR SHARE EXCHANGE

MINTO TOWNPARK, LLC

Table with 2 columns: Description and Amount. Rows include Certificate of Status (0), Certified Copy (1), Page Count (06), and Estimated Charge (5113.75).

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**CERTIFICATE OF MERGER**

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

**HORIZONS ACQUISITION 3, LLC**, a Florida limited liability company  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: L02000016110

**SECOND:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

**MINTO TOWNPARK, LLC**, a Florida limited liability company  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: L05000074119

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 608.438, Florida Statutes, and was approved by each of Horizons Acquisition 3, LLC and MintoTownPark, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

*[Signatures on next page.]*

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 23 day of February, 2006

**MERGING ENTITY:**

**HORIZONS ACQUISITION 3, LLC**

By: [Signature]  
Name: Philippe Tominic  
Title: SVP

By: [Signature]  
Name: Michael Greenberg  
Title: President

**SURVIVING ENTITY:**

**MINTO TOWNPARK, LLC**

By: [Signature]  
Name: Philippe Tominic  
Title: \_\_\_\_\_

By: [Signature]  
Name: Michael Greenberg  
Title: President

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**Exhibit A**  
**Agreement and Plan of Merger**

See attachment.

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**PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted and approved as of February 23, 2006 between **HORIZONS ACQUISITION 3, LLC**, a Florida limited liability company (sometimes hereinafter defined as the "Merging Entity"), and **MINTO TOWNPARK, LLC**, a Florida limited liability company (sometimes hereinafter defined as the "Surviving Entity").

**RECITALS**

The board of managers and sole member of the Merging Entity and the board of managers and sole member of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
The Merger

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

**ARTICLE II**  
The Surviving Company

At the Effective Time, the Articles of Organization of the Surviving Entity ("Articles of Organization"), as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity ("Operating Agreement"), shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

At the Effective Time, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

**ARTICLE III**  
Manner and Basis of Converting Membership Interests

At the Effective Time, (i) all of the membership interest of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional units of membership interest of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding units of membership interest of the Surviving Entity shall remain outstanding, and the current sole member of the Surviving Entity shall continue to own the same number of units

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of membership interest of the Surviving Entity as the sole member did prior to the Effective Time.

**ARTICLE IV**

**Approval**

The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the respective members and managers of the Merging Entity and the Surviving Entity. The proper managers and members of the Merging Entity and the Surviving Entity, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

**ARTICLE V**

**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity and the Surviving Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity and the Surviving Entity shall become liabilities and obligations of the Surviving Entity.

**ARTICLE VI**

**Effective Time**

As used in this Plan of Merger, the term "Effective Time" shall mean the date and time of filing of the Certificate of Merger with the Department of State of the State of Florida, with respect to the Merger.

*[Signatures on following page.]*

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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the 23 day of February, 2006.

**MERGING ENTITY:**

**HORIZONS ACQUISITION 3, LLC**

By: [Signature]  
Name: Philippe Jernisse  
Title: SVP

By: [Signature]  
Name: Michael Greenberg  
Title: President

**SURVIVING ENTITY:**

**MINTO TOWNPARK, LLC**

By: [Signature]  
Name: Philippe Jernisse  
Title: SVP

By: [Signature]  
Name: Michael Greenberg  
Title: President

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