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**MERGER OR SHARE EXCHANGE
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
EQUITY ONE (SKY LAKE) INC.
EQUITY ONE (POINT ROYALE) INC.
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (Sky Lake) Inc., a Florida corporation (Document Number P97000062796) ("Sky Lake"), Equity One (Point Royale) Inc., a Florida corporation (Document Number P95000041945) ("Point Royale") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging Sky Lake and Point Royale with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the shareholders of each Sky Lake, Point Royale and the Survivor by unanimous written consent each dated as of May 26, 2010.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of May, 2010.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (SKY LAKE) INC.
EQUITY ONE (POINT ROYALE) INC.**

By: 

Arthur L. Gallagher,
Vice President and Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of May 26, 2010, between Equity One (Sky Lake) Inc., a Florida corporation and ("Sky Lake"), Equity One (Point Royale) Inc., a Florida corporation ("Point Royale") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

Sky Lake, Point Royale and EOFP desire to effect the statutory merger of Sky Lake, Point Royale with and into EOFP, with EOFP to survive such merger.

1. **Constituent Company.** Sky Lake, Point Royale and EOFP shall be parties to the merger (the "Merger") of Sky Lake and Point Royale with and into EOFP.
2. **Terms and Conditions of Merger.** Sky Lake and Point Royale shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into EOFP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of Sky Lake and Point Royale shall cease. On the Effective Date, EOFP shall assume the obligations of Sky Lake and Point Royale.
3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of Sky Lake and Point Royale presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.
4. **Articles of Incorporation.** The Articles of Incorporation of EOFP as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of EOFP as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.
8. **Amendment and Plan of Merger.** The Board of Directors and the Shareholders of each of Sky Lake, Point Royale and EOFP, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 26th day of May, 2010.

EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (SKY LAKE) INC.
EQUITY ONE (POINT ROYALE) INC.

By: 

Arthur L. Gallagher,
Vice President and Secretary