

Mar 30-10 14:17 From: RUDEN, MCCLOSKEY, FTL 0547644888 T-057 01/05 F-978

L09000033118

Florida Department of State
Division of Corporations
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RECEIVED
2010 MAR 30 AM 8:00
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
TW Plaza Holdings I, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$67.50

T. CLINE

MAR 31 2010

EXAMINER

\$85.00

Mar-30-10 14:17 From:RUDEM McCLOSKEY FTL

9547644986

T-557 P.02/07 F-078

**CERTIFICATE OF MERGER
OF
TW PLAZA I, LLC, a Florida limited liability company
(Merged Entity)**

WITH AND INTO

**TW PLAZA HOLDINGS I, LLC,
a Florida limited liability company
(Surviving Entity)**

The following Certificate of Merger is being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

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

<u>NAME AND STREET ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
TW PLAZA I, LLC 1175 N.E. 125 th Street, Suite 102 North Miami, Florida 33161 Florida Document No.: L09000029579	Florida	limited liability company

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

<u>NAME AND STREET ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
TW PLAZA Holdings I, LLC 1175 N.E. 125 th Street, Suite 102 North Miami, Florida 33161 Florida Document No.: L09000033118	Florida	limited liability company

THIRD: The Agreement and Plan of Merger attached as Exhibit A meets the requirements of Section 608.438 of the Act, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

RM:71663312

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TALLAHASSEE, FLORIDA

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Mar-30-10 14:17 From:RUDEN McCLOSKEY FTL

0547644906

T-557 P.03/07 F-978

SIXTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signature(s) for each party:

TW PLAZA I, LLC, a Florida limited liability company

By: TATE CORAL LANDINGS, LLC, a Florida limited liability company, its Member

By: 
J. Kenneth Tate, its Manager

By: WASS CORAL LANDINGS, LLC, a Florida limited liability company, its Member

By: LEASEFLORIDA MANAGER LLC, a Florida limited liability company, its Manager

By: 
Alan I. Wasserstein, its Manager

By: SS PALM, L.L.C., a Florida limited liability company, its Member

By: 
Sergio Rok, its Manager

TW PLAZA HOLDINGS I, LLC, a Florida limited liability company

By: TW PLAZA I, LLC, a Florida limited liability company, its sole Member

By: TATE MANAGEMENT, INC., a Florida corporation, Manager

By: 
J. Kenneth Tate, President

By: LEASEFLORIDA MANAGER, LLC,
a Florida limited liability company, Manager

By: 
Alan I. Wasserstein, its Manager

RM:7166351.2

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Mar-30-10 14:17 From:RUDEN McCLOSKEY FTL

8547644866

T-557 P.04/07 F-878

SDKTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signature(s) for each party:

TW PLAZA I, LLC, a Florida limited liability company

By: TATE CORAL LANDINGS, LLC, a Florida limited liability company, its Member


By: 
J. Kenneth Tate, its Manager

By: WASS CORAL LANDINGS, LLC, a Florida limited liability company, its Member

By: LEASEFLORIDA MANAGER, LLC, a Florida limited liability company, its Manager

By: 
Alan I. Wasserstein, its Manager

By: SS PALM, L.L.C., a Florida limited liability company, its Member

By: 
Sergio Ralc, its Manager

TW PLAZA HOLDINGS I, LLC, a Florida limited liability company

By: TW PLAZA I, LLC, a Florida limited liability company, its sole Member

By: TATE MANAGEMENT, INC., a Florida corporation, Manager

By: 
J. Kenneth Tate, President

By: LEASEFLORIDA MANAGER, LLC, a Florida limited liability company, Manager

By: 
Alan I. Wasserstein, its Manager

RM716631.2

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TALLAHASSEE, FLORIDA

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Mar-30-10 14:18

From: RUDEN McCLOSKEY FTL

9547644966

T-557 P.05/07 F-078

SIXTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signature(s) for each party:

TW PLAZA I, LLC, a Florida limited liability company

By: TATE CORAL LANDINGS, LLC, a Florida limited liability company, its Member

By: 
J. Kenneth Tate, its Manager

By: WASS CORAL LANDINGS, LLC, a Florida limited liability company, its Member

By: LEASEFLORIDA MANAGER LLC, a Florida limited liability company, its Manager

By: 
Alan I. Wasserstein, its Manager

By: SS PALM, L.L.C., a Florida limited liability company, its Member

By: 
Sergio Rok, its Manager

TW PLAZA HOLDINGS I, LLC, a Florida limited liability company

By: TW PLAZA I, LLC, a Florida limited liability company, its sole Member

By: TATE MANAGEMENT, INC., a Florida corporation, Manager

By: 
J. Kenneth Tate, President

By: LEASEFLORIDA MANAGER, LLC,
a Florida limited liability company, Manager

By: 
Alan I. Wasserstein, its Manager

RM 71663412

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Mar-30-10 14:18

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8547644888

T-557 P.06/07 F-878

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is adopted as of March ~~30th~~ 2010, between **TW PLAZA I, LLC**, a Florida limited liability company (the "Merged Entity") and **TW PLAZA HOLDINGS I, LLC**, a Florida limited liability company (the "Survivor").

RECITALS

The managers and members of the Merged Entity and the managers and sole member of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective members that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article V hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time, shall be amended and restated in its entirety and the Amended and Restated Operating Agreement shall become the Operating Agreement of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Survivor.

C. At the Effective Time, the managers and members of the Merged Entity shall become the managers and members of the Survivor, until their successors are elected and have qualified.

D. At the Effective Time, the name and address of the registered agent of the Survivor shall be I. Kenneth Tate, 1175 N.E. 125th Street, Suite 102, North Miami, Florida 33161.

E. As soon as practical after the Effective Time, the Survivor (and the Merged Entity to the extent required) shall file appropriate documentation and notice in all jurisdictions outside of Florida in which it/they is/are qualified to do business.

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Mar-30-10 14:18

From-RUDEN McCLOSKEY FTL

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ARTICLE III
MANNER AND BASIS OF CONVERTING MEMBERS INTEREST

At the Effective Time, the member interests in the Merging Entity shall be converted to member interests in the Survivor, and the membership interests of the Survivor shall be as set forth in the Amended and Restated Operating Agreement of the Survivor.

ARTICLE IV
EFFECT OF MERGER

At the Effective Time (as defined in Article V below), all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including the obligation and liability for the payment of all fees and franchise taxes. Additionally, at the Effective Time, the books and records of the Merged Entity shall be consolidated into the books and records of the Survivor as applicable and the Federal Tax ID No. of the Merged Entity shall become the Federal Tax ID No. for the Survivor.

ARTICLE V
EFFECTIVE TIME

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

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TALLAHASSEE, FLORIDA

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