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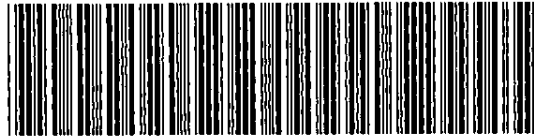
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Merger

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DATE: 04-23-14

NAME: NORTHBRIDGE AT MILLENIA PARTNERS, LTD
NORTHBRIDGE AT MILLENIA PARTNERS II, LTD

TYPE OF FILING: MERGER

COST: 52.50 + 52.50 + 52.50 =

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

NORTHBRIDGE AT MILLENIA PARTNERS, LTD.,

a Florida limited partnership
(Document Number A02000000484)

and

NORTHBRIDGE AT MILLENIA PARTNERS II, LTD.,

a Florida limited partnership
(Document Number A02000001277)

PURSUANT TO Section 620.2108 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act"), the undersigned have executed the following Certificate of Merger:

- FIRST:** The name of the surviving limited partnership is **NORTHBRIDGE AT MILLENIA PARTNERS, LTD.**, a Florida limited partnership (the "Surviving Partnership"), and the name of the limited partnership being merged into the Surviving Partnership is **NORTHBRIDGE AT MILLENIA PARTNERS II, LTD.**, a Florida limited partnership (the "Disappearing Partnership").
- SECOND:** The Surviving Partnership and the Disappearing Partnership have adopted a Plan of Merger dated of even date herewith (the "Plan of Merger"); setting forth the terms and conditions of the merger, including the manner and basis for converting the interests in the Disappearing Partnership into interests in the Surviving Partnership.
- THIRD:** The Plan of Merger has been approved, adopted and executed by the Surviving Partnership and the Disappearing Partnership as required by Section 620.2107 of the Act.
- FOURTH:** The Surviving Partnership will continue its existence as the surviving limited partnership under its current name and its current Agreement of Limited Partnership, as amended, pursuant to the Act.
- FIFTH:** The merger is to become effective upon filing of this Certificate of Merger with the Florida Department of State.

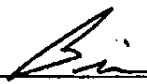
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Partnership and the Disappearing Partnership, by and through their respective General Partners, as of this 23rd day of April, 2014.

SURVIVING PARTNERSHIP:

NORTHBRIDGE AT MILLENIA PARTNERS, LTD., a
Florida limited partnership

By: CED CAPITAL HOLDINGS 2002 RR, L.L.C., a Florida
limited liability company, its general partner

By: 
Brian Spear, Manager

DISAPPEARING PARTNERSHIP:

NORTHBRIDGE AT MILLENIA PARTNERS II, LTD., a
Florida limited partnership

By: CED CAPITAL HOLDINGS 2003 E, L.L.C., a Florida
limited liability company, its general partner

By: 
Brian Spear, Manager

APPROVED
AND
FILED

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated effective as of April 23, 2014, by and between

NORTHBRIDGE AT MILLENIA PARTNERS, LTD., a Florida limited partnership,
Document Number A02000000484 ("NorthBridge I"), and

NORTHBRIDGE AT MILLENIA PARTNERS II, LTD., a Florida limited partnership,
Document Number A02000001277 ("NorthBridge II").

IN CONSIDERATION OF the mutual covenants set forth in this Agreement, the parties agree as follows:

1. Pursuant to the authority of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act"), in accordance with the provisions of this Agreement, on the Effective Date (as defined below), NorthBridge II shall be merged with and into NorthBridge I (the "Merger"), the separate partnership existence of NorthBridge II shall cease, and NorthBridge I (the "Surviving Partnership") shall continue its existence pursuant to the laws of Florida under its present name **NORTHBRIDGE AT MILLENIA PARTNERS, LTD.** (NorthBridge I and NorthBridge II collectively are referred to as the "Constituent Partnerships").
2. The Merger shall become effective as of the date of filing of the Certificate of Merger (the "Effective Date").
3. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Partnerships shall be vested in the Surviving Partnership without further act or deed. The Surviving Partnership shall possess and retain every interest in all assets and property of the Constituent Partnerships of every description. The title to and any interest in all real estate vested in either of the Constituent Partnerships shall not revert or in any way be impaired by reason of the Merger, and shall be deemed vested in the Surviving Partnership by operation of law.
4. All obligations belonging to or due to each of the Constituent Partnerships shall be vested in the Surviving Partnership without further act or deed, and the Surviving Partnership shall be liable for all of the obligations of each of the Constituent Partnerships existing as of the Effective Date.
5. The Limited Partnership Agreement of Northbridge I as in effect immediately prior to the Effective Date of the Merger shall be the Limited Partnership Agreement of the Surviving Partnership immediately after the Effective Date.
6. The partners of NorthBridge I before giving effect to the Merger are CED Capital Holdings 2002 RR, L.L.C., a Florida limited liability company, holding a 0.01% interest as the general partner and CED NorthBridge Holdings, LLC, a Florida limited liability

company, holding a 99.99% interest as a limited partner. The partners of NorthBridge II before giving effect to the Merger are CED Capital Holdings 2003 E, L.L.C., a Florida limited liability company, holding a 0.01% interest as the general partner and CED NorthBridge Holdings, LLC, a Florida limited liability company, holding a 99.99% interest as a limited partner. After giving effect to the Merger, the partners of the Surviving Partnership will be CED Capital Holdings 2002 RR, L.L.C., holding a 0.005% interest as the general partner, CED Capital Holdings 2003 E, L.L.C., holding a 0.005% interest as a limited partner (based on the conversion below), and CED NorthBridge Holdings, LLC, holding a 99.99% interest as a limited partner. On the Effective Date, by virtue of the Merger and without any further partnership action on the part of the general partner or the limited partners of the Constituent Partnerships, the 0.01% partnership interest of CED Capital Holdings 2003 E, L.L.C., as the general partner of NorthBridge II, will be converted into a 0.005% limited partner interest in the Surviving Partnership.

7. The transactions contemplated by this Agreement previously have been submitted to and approved by the general partners and all of the limited partners of NorthBridge I and NorthBridge II. In furtherance of effectuating the Merger pursuant to this Agreement, the general partners of NorthBridge I and NorthBridge II shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as may be necessary or proper to render effective the Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the Constituent Partnerships, by and through their respective General Partners, as of the date first above written.

~~SURVIVING PARTNERSHIP:~~

NORTHBRIDGE AT MILLENIA PARTNERS, LTD., a
Florida limited partnership


By: CED CAPITAL HOLDINGS 2002 RR, L.L.C., a Florida
limited liability company, its general partner

By: 
Brian Spear, Manager

DISAPPEARING PARTNERSHIP:

NORTHBRIDGE AT MILLENIA PARTNERS II, LTD., a
Florida limited partnership

By: CED CAPITAL HOLDINGS 2003 E, L.L.C., a Florida
limited liability company, its general partner

By: 
Brian Spear, Manager

JOINDER AND CONSENT OF LIMITED PARTNERS

The undersigned, being the limited partner of NorthBridge at Millenia Partners, Ltd., a Florida limited partnership, and NorthBridge at Millenia Partners II, Ltd., a Florida limited partnership, effective this 23rd day of April, 2014, hereby consents and joins in the foregoing Agreement and Plan of Merger for the express purpose of signifying approval of the transactions contemplated therein.

**CED NorthBridge Holdings, LLC, a Florida
-limited liability company.**

By: 

Michael J. Sciarrino, Manager