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(Address)

(Address)

(City/State/Zip/Phone #)

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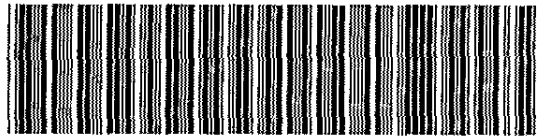
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RECEIVED  
07 SEP 13 PM 3:22  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
07 SEP 13 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: HTG Oceanside Estates, LLLP  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Matthew A. Rieger, Esquire  
(Contact Person)

Housing Trust Group of Florida, LLC  
(Firm/Company)

3250 Mary Street, Suite 500  
(Address)

Coconut Grove, FL 33133  
(City, State and Zip Code)

For further information concerning this matter, please call:

Matthew A. Rieger At (305)-537-4684  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
07 SEP 13 PM 3:40  
TALLAHASSEE, FL  
SECRETARY OF STATE

**Certificate of Merger**  
**For**  
**Florida Limited Partnership or Limited Liability Limited Partnership**

**FILED**  
07 SEP 13 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MMM Development Company, LLLP	Florida	Limited Liability Limited Partnership
Serenity Cove & Beach Club-Oceanside, LLLP	Florida	Limited Liability Limited Partnership
HTG Oceanside Estates, LLLP	Florida	Limited Liability Limited Partnership

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HTG Oceanside Estates, LLLP	Florida	Limited Liability Limited Partnership

**THIRD:** The date the merger is effective under the governing laws of the surviving party is:

**(NOTE:** If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

**FOURTH:** The merger was approved by each party as required by its governing law.

**FIFTH:** If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purpose of s. 620.2109(2), F.S., are as follows:

Street address:

N/A

Mailing address: N/A

**SIXTH:** Other provisions, if any, relating to the merger:

N/A

**SEVENTH:** Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

SERENITY COVE BEACH CLUB -  
OCEANSIDE, LLLP, a Florida limited  
liability limited partnership

By: Serenity Cove GP-RR, LLC,  
a Florida limited liability company,  
a general partner

By:   
Randy E. Rieger, Manager

By: RWR Development Company, LLC,  
a Florida limited liability company,  
a general partner

By:   
Marvin Rappaport, Manager

MMM DEVELOPMENT COMPANY LLLP,  
a Florida limited liability limited partnership

By: Serenity Cove GP-RR, LLC, a Florida  
limited liability company, a general partner

By:   
Randy E. Rieger, Manager

By: RWR Development Company, LLC,  
a Florida limited liability company, a  
general partner

By:   
Marvin Rappaport, Manager

HTG OCEANSIDE ESTATES, LLLP,  
a Florida limited liability limited partnership

By: HTG Oceanside Estates GP, LLC,  
a Florida limited liability company,  
its sole general partner

By:   
Randy E. Rieger, Manager

## PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's formation. This Plan of Merger is made and entered into as of the 11<sup>th</sup> of September, 2007 by and between MMM Development Company, LLLP ("MMM"), Serenity Cove & Beach Club-Oceanside, LLLP ("SCO"), and HTG Oceanside Estates, LLLP ("OE"). Together, MMM and SCO are collectively referred to herein as the "Merging Parties", while OE shall be referred to herein as the "Surviving Party".

**FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MMM Development Company, LLLP	Florida	Limited Liability Limited Partnership
Serenity Cove & Beach Club-Oceanside, LLLP	Florida	Limited Liability Limited Partnership
HTG Oceanside Estates, LLLP	Florida	Limited Liability Limited Partnership

**SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HTG Oceanside Estates, LLLP	Florida	Limited Liability Limited Partnership

**THIRD: The terms and conditions of the merger are as follows:**

The Merging Parties shall be merged with and into the Surviving Party, which shall be the surviving entity at the effective date of the merger, and which shall continue to exist as a limited liability limited partnership under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities, and obligations of the Merging Parties, and the separate existence of the Merging Parties shall cease at the effective date of the merger.

The Agreement of Limited Liability Limited Partnership of the Surviving Party, at the effective date of the merger, shall continue to be the Agreement of Limited Liability Limited Partnership of the Surviving Party, and will continue in full force and effect unless mutually amended by all of its partners.

**FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:**

At the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each partnership interest of the Merging Parties shall be cancelled

automatically. Each general partnership interest and each limited partnership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding partnership interests of the Surviving Party until such time as the agreement of Limited Liability Limited Partnership of the Surviving Party is amended, as contemplated above, to reflect the addition of additional partners.

**FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:**

The name and address of the General Partner of the Surviving Party is as follows:

HTG Oceanside Estates GP, LLC  
3250 Mary Street  
Suite 500  
Coconut Grove, FL 33133

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

SERENITY COVE BEACH CLUB -  
OCEANSIDE, LLLP, a Florida limited  
liability limited partnership

By: Serenity Cove GP-RR, LLC,  
a Florida limited liability company,  
a general partner

By:   
Randy E. Rieger, Manager

By: RWR Development Company, LLC,  
a Florida limited liability company,  
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By:   
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By: RWR Development Company, LLC,  
a Florida limited liability company,  
a general partner

By:   
Marvin Rappaport, Manager

By: HTG Oceanside Estates GP, LLC,  
a Florida limited liability company,  
its sole general partner

By:   
Randy E. Rieger, Manager

MMM DEVELOPMENT COMPANY LLLP,  
a Florida limited liability limited partnership

By: Serenity Cove GP-RR, LLC,  
a Florida limited liability company,  
a general partner

By:   
Randy E. Rieger, Manager