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GREENBERG TRAURIG

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MERGER OR SHARE EXCHANGE

J-7 Land Partners, LLLP

Certificate of Status	1
Certified Copy	1
Page Count	05
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\$130.00

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1/16/2009

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida Limited Liability and Florida Limited Liability Limited Partnership, in accordance with sections 608.4382 and 620.2108, Florida Statutes.

First: The exact name, entity type and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ormond Towne Square LLC	Florida	Limited Liability Company

Second: The name of and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
J-7 Land Partners, LLLP	Florida	Limited Liability Limited Partnership

Third: The attached Plan of Merger was approved by the merging limited liability company and the surviving limited liability limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The attached Plan of Merger was adopted by the Partners of the surviving limited liability limited partnership on January 16, 2009.

Sixth: The attached Plan of Merger was adopted by the sole member of the merging limited liability company on January 16, 2009.

(Signatures on following page)

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Seventh: Signatures for the merging limited liability company and the surviving limited liability limited partnership:

ORMOND TOWNE SQUARE LLC, a Florida
limited liability company,

By: J-7 Land Partners, LLLP,
a Florida limited liability limited
partnership, its sole member

By: The Jaffe Corporation,
a Florida corporation, its general partner

By: Richard P. Jaffe, Jr.
Richard P. Jaffe,
President

J-7 LAND PARTNERS, LLLP, a Florida limited
liability limited partnership,

BY: The Jaffe Corporation, a Florida
corporation, its general partner

By: Richard P. Jaffe, Jr.
Richard P. Jaffe,
President

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PLAN OF MERGER

PLAN OF MERGER, dated as of January 16, 2009 (this "Plan of Merger"), between ORMOND TOWNE SQUARE LLC, a Florida limited liability company ("Ormond"), and J-7 LAND PARTNERS, LLLP, a Florida limited liability limited partnership ("J-7 Land") (jointly the "Constituent Entities").

WHEREAS, Ormond is a limited liability company duly organized and existing under the laws of the State of Florida as of the date of this Plan of Merger; and

WHEREAS, J-7 Land Entity is a limited liability limited partnership existing under the laws of the State of Florida as of the date of this Plan of Merger;

WHEREAS, the respective sole Member and General Partner of Ormond and J-7 Land have approved and deemed it advisable and in the best interests of their respective sole member and Partners that Ormond be merged with and into J-7 Land on the terms and conditions set forth in this Plan of Merger.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the applicable provisions of the Florida Limited Liability Company Act (the "FLLCA") and the Florida Revised Uniform Partnership Act (the "FRUPA"), Ormond shall be merged with and into J-7 Land (the "Merger") at the Effective Time (as defined in Section 2). At the Effective Time, the separate existence of Ormond shall cease, and J-7 Land shall continue as the surviving entity and shall succeed to and assume all of the rights, properties, liabilities and obligations of Ormond in accordance with the FLLCA and the FRUPA.

2. **Effective Time.** As soon as practicable after all authorizations and approvals have been obtained, including the member approval of Ormond and the General Partner approval of J-7 Land, the parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger (the "Certificate of Merger") with the Secretary of State of the State of Florida, in such form as is required by the FLLCA and the FRUPA and shall make all other filings or recordings required under the FLLCA and the FRUPA. The Merger shall become effective upon such filings or at such time thereafter as is provided in the Certificate of Merger (the "Effective Time").

3. **Effects of the Merger.** At and after the Effective Time, the Merger shall have the effects set forth in the FLLCA and the FRUPA.

4. **Certificate of Limited Liability Limited Partnership.** The Certificate of Limited Liability Limited Partnership of J-7 Land as in effect immediately prior to the Effective Time shall remain the Certificate of Limited Liability Limited Partnership of J-7 Land 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. **Agreement of Limited Partnership.** Upon the Effective Time the Agreement of Limited Partnership of J-7 Land ("LP Agreement") as in effect immediately prior to the Effective Time shall continue as the LP Agreement of J-7 Land until thereafter amended or terminated in the manner provided by law; and the Partners of J-7 Land shall remain as the Partners of J-7 Land.

6. **Authorization.** Prior to the Effective Time, each of the Constituent Entities shall take all such action (including, without limitation, obtaining the approval of this Plan of Merger and the Merger by the sole member and Partners of each of the Constituent Entities, as the case may be).

7. **Limited Liability Company Interests.** Upon the Effective Time, each then outstanding limited liability company interest in Ormond shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof. Upon the Effective Time, each then outstanding partnership interest in J-7 Land shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to represent 100% of the outstanding partnership interests of J-7 Land.

8. **Amendment.** No change or modification of this Plan of Merger shall be valid unless made in writing by all parties hereto.

9. **Applicable Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

10. **Survival.** Any provision of the this Plan of Merger which contemplates performance or the existence of obligations after the Effective Date, shall not be deemed to be merged into or waived by the execution and delivery of this Plan of Merger or any other instrument, but shall expressly survive the Merger and shall be binding upon the party or parties obligated thereby.

[Signatures on the following page]

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IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of the parties on the date first above written.

ORMOND TOWNE SQUARE LLC, a Florida limited liability company,

By: J-7 Land Partners, LLLP,
a Florida limited liability limited partnership, its sole member

By: The Jaffe Corporation,
a Florida corporation, its general partner

By: Richard P. Jaffe, Pres
Richard P. Jaffe,
President

J-7 LAND PARTNERS, LLLP, a Florida limited liability limited partnership,

BY: The Jaffe Corporation, a Florida corporation, its general partner

By: Richard P. Jaffe, Pres
Richard P. Jaffe,
President

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