

11-15-07 10:12AM FROM-AKERMAN SENTERFITT

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To:

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Fax Number : (850) 617-6380

From: Ross Wong, Paralegal

Account Name : AKERMAN SENTERFITT (MIAMI)
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Fax Number : (305) 374-5095

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MERGER OR SHARE EXCHANGE

SUNSET & 97 LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

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CERTIFICATE OF MERGER

OF

SUNSET & 97 TRANSITORY MERGER LLC,
a Florida limited liability company

WITH AND INTO

SUNSET & 97 LTD.,
a Florida limited partnership

The following Certificate of Merger has been duly adopted and is submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act, as amended, and Section 620.2108 of the Florida Revised Uniform Limited Partnership Act, as amended:

First: The name and jurisdiction of organization of the surviving entity (the "Surviving Entity") are:

<u>Name</u>	<u>Jurisdiction of Organization</u>
Sunset & 97 Ltd.	State of Florida

Second: The name and jurisdiction of organization of the merging entity (the "Merging Entity") are:

<u>Name</u>	<u>Jurisdiction of Organization</u>
Sunset & 97 Transitory Merger LLC	State of Florida

Third: At the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall cease (the "Merger"). The Surviving Entity is the surviving entity of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

Fourth: The Merger shall become effective (the "Effective Time") on the date and time of filing of this Certificate of Merger with the Florida Department of State.

Fifth: In accordance with applicable Florida law, the Plan of Merger was approved by the sole member of the Merging Entity by written consent dated November 14, 2007.

Sixth: In accordance with applicable Florida law, the Plan of Merger was approved by (i) the General Partner of the Surviving Entity and (ii) the Limited Partners holding of a majority of the rights to receive distributions as Limited Partners of the Surviving Entity at the time of such consent, at a duly convened and held meeting of the partners of the Surviving Entity on November 14, 2007.

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IN WITNESS WHEREOF, the parties have executed and delivered this Certificate of Merger as of November 14, 2007.

SUNSET & 97 LTD., a Florida limited partnership

By: CARLOS SALMAN REALTY, INC.,
its General Partner

By: Gudelia Salman
Name: Gudelia Salman
Title: President

SUNSET & 97 TRANSITORY MERGER LLC, a
Florida limited liability company

By: THE TRUST 2 UNDER ARTICLE THIRD OF
REVOCABLE TRUST OF CARLOS SALMAN,
its Sole Member

By: Richardo Bichara
Name: Ricardo Bichara
Title: Trustee

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

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EXHIBIT APLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of November 14, 2007 by and between SUNSET & 97 LTD., a Florida limited partnership (the "Partnership"), and SUNSET & 97 TRANSITORY MERGER LLC, a Florida limited liability company (the "Merging Entity").

RECITALS

The sole member of the Merging Entity and the general partner and a majority in interest of limited partners of the Partnership have determined that it is advisable and in the best interests of each such entity and, in the case of the Partnership, its limited partners, that the Merging Entity be merged with and into the Partnership (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE IThe Merger

At the Effective Time (as defined in Article IV hereof), the Merging Entity shall be merged with and into the Partnership in accordance with the Florida Limited Liability Company Act (as amended, the "FLCA") and the Florida Revised Uniform Limited Partnership Act (the "FRULPA"), the separate existence of the Merging Entity shall cease, and the Partnership shall thereafter continue as the surviving entity (the "Surviving Entity") under the laws of the State of Florida.

ARTICLE IIManner and Basis of Converting Interests

Subject to the terms of Section 3.3 of the Merger Agreement, at the Effective Time, and without any further action on the part of the parties to the Merger Agreement or any holder of any partnership interest in the Partnership, (a) the SDNT Interests shall, by virtue of the Merger and without any action on the part of MLA or Jacaria, be converted solely into the right to receive the MLA Merger Consideration and the Jacaria Merger Consideration, as applicable, less any required withholding taxes, payable to the Blocked Account in accordance with the procedures set forth in the Merger Agreement, (b) by virtue of the merger and without any action on the part of such party, The Trust 2 Under Article Third of Revocable Trust of Carlos Salman, a trust created under the laws of the State of Florida, as the sole member of the Merging Entity, shall receive the SDNT Interests and shall be admitted as a limited partner of the Partnership in the place of MLA and Jacaria and with the same limited partnership interest in the Partnership as MLA and Jacaria owned immediately prior to the Effective Time; (c) the remaining partnership interests in the Surviving Entity shall not be affected by the Merger and shall remain the same as they were immediately prior to the Effective Time; and (d) each membership interest in the Merging Entity outstanding immediately prior to the Effective Time shall by virtue of the Merger, and without any action on the part of the holder thereof, be cancelled. As used herein, (i) the terms "MLA" and "Jacaria" shall have the respective meanings specified in that certain Agreement and Plan of Merger, dated as of the date hereof (the "Merger Agreement"), by and between the Merging Entity and the Partnership, (ii) the terms "MLA Merger Consideration" and "Jacaria Merger Consideration" shall have the respective meanings specified in the Merger Agreement, and (iii) the term "Blocked Account" shall have the meaning specified in the Merger Agreement.

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ARTICLE III
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity and the Partnership shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity and the Partnership shall become liabilities and obligations of the Surviving Entity.

ARTICLE IV
Effective Time

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

[SIGNATURE PAGE FOLLOWS]

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By: CARLOS SALMAN REALTY, INC.,
its General Partner

By: 
Name: Gudelia Salman
Title: President

SUNSET & 97 TRANSITORY MERGER LLC,
a Florida limited liability company

By: THE TRUST 2 UNDER ARTICLE THIRD OF
REVOCABLE TRUST OF CARLOS SALMAN,
its Sole Member

By: 
Name: Ricardo Bichara
Title: Trustee

[SIGNATURE PAGE TO PLAN OF MERGER]

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