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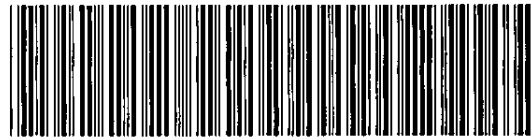
(Business Entity Name)

(Document Number)

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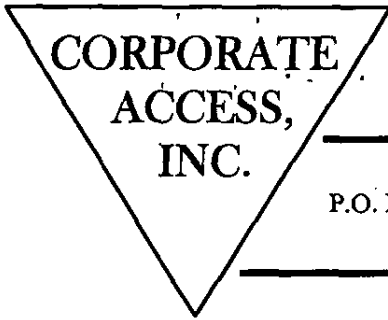


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merger
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Merger

1. LA Vue At Emerald Pointe, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES AND PLAN OF MERGER
BETWEEN
LA VUE AT EMERALD POINTE, INC., A FLORIDA CORPORATION
AND
EMERALD POINTE OF HOLLYWOOD, INC., A FLORIDA CORPORATION**

FILED
2012 JUL 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to merge **LA VUE AT EMERALD POINTE, INC.**, a Florida Corporation f/k/a La Vue II, Inc. (hereinafter referred to as "La Vue"), into **EMERALD POINTE OF HOLLYWOOD, INC.**, a Florida Corporation (hereinafter referred to as "Emerald Pointe"), do hereby certify as follows:

1. NAME AND JURISDICTION

The merging business entities are **La Vue**, a corporation organized and existing under the laws of the State of Florida and **Emerald Pointe**, a corporation organized and existing under the laws of the State of Florida.

2. PLAN OF MERGER

These Articles and Plan of Merger have been approved and executed by both merging entities. These Articles and Plan of Merger were adopted by the Directors and Stockholders of La Vue and Emerald Pointe at Special Joint Meetings to consider and vote upon the merger.

3. SURVIVING BUSINESS ENTITY

The name of the surviving business entity shall be **Emerald Pointe of Hollywood, Inc.**

4. EFFECTIVE DATE

The merger shall be effective upon the date of the filing of these Articles of Merger with the Florida Secretary of State (the "Effective Date").

5. **ARTICLES OF INCORPORATION**

On the Effective Date, the Articles of Incorporation of Emerald Pointe shall be the Articles of Incorporation of the surviving entity until further altered, amended or repealed as provided by law.

6. **BY-LAWS**

On the Effective Date, the By-Laws of Emerald Pointe shall be the By-Laws of the surviving entity until further altered, amended or repealed as provided by law.

7. **DIRECTORS**

On the Effective Date, the Directors of Emerald Pointe shall constitute the Board of Directors of the surviving entity for the term for which they were elected and until their successors are elected and qualified as provided by law and the By-Laws of Emerald Pointe.

8. **OFFICERS**

On the Effective Date, the Officers of Emerald Pointe shall continue to be the Officers of the surviving entity and shall hold their office until their respective successors are chosen and qualified as provided by law and the By-Laws of Emerald Pointe.

9. **CAPITALIZATION**

Each share of common stock of Emerald Pointe, outstanding on the Effective Date, shall remain outstanding as one (1) share of common stock in the surviving corporation. On the Effective Date, all shares of La Vue shall be cancelled and all rights in respect thereof shall cease.

10. **PROPERTY**

On the Effective Date, all of La Vue's property, rights, privileges and franchises, of whatsoever nature and description, shall be transferred to, vested in, and all property rights, privileges, and franchises, shall be the property of Emerald Pointe.

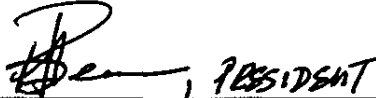
11. **REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office of the surviving entity in the State of Florida is 1930 Harrison Street, Suite 505, Hollywood, Florida 33020. The name of the Registered Agent at that office is Steve Berman.

IN WITNESS WHEREOF, the merging entities, pursuant to authority given by their respective Stockholders and Boards of Directors, have, by their Presidents and Secretaries, executed and attested to these Articles of Merger on the 21 day of ~~April~~, JUNE 2012.

(SIGNATURE PAGES FOLLOW)

EMERALD POINTE OF HOLLYWOOD, INC.,
a Florida Corporation

By: , PRESIDENT
Howard B. Berman, President

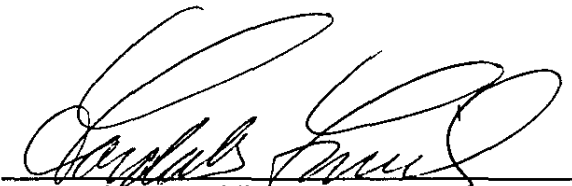
STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day
of June, 2012, by HOWARD B. BERMAN, as President of EMERALD POINTE
OF HOLLYWOOD, INC., a Florida Corporation, ☒ who is personally known to
me, or ☐ who has produced _____ as identification.



FONDA B. FURNISH
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE083852
Expires 6/25/2015


Notary Public

My Commission expires:

EMERALD POINTE OF HOLLYWOOD, INC.,
a Florida Corporation

Attest:

Michael J. Weil, Secy, Treas
Michael J. Weil, Secretary/Treasurer

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day
of June, 2012, by **MICHAEL J. WEIL**, as **Secretary/Treasurer** of **EMERALD
POINTE OF HOLLYWOOD, INC.**, a Florida Corporation, ☒ who is personally
known to me, or ☐ who has produced _____ as
identification.


[Signature]
Notary Public

My Commission expires:



FONDA B. FURNISH
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE083852
Expires 6/25/2015

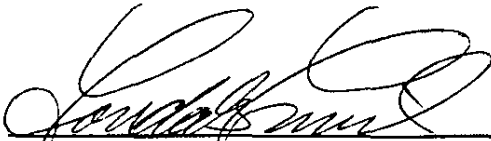
LA VUE AT EMERALD POINTE, INC., a
Florida Corporation

By:  PRESIDENT
Howard B. Berman, President

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day
of June, 2012, by HOWARD B. BERMAN, as President of LA VUE AT
EMERALD POINTE, INC., a Florida Corporation, ☒ who is personally known to
me, or ☐ who has produced _____ as identification.


Notary Public

My Commission expires:



FONDA B. FURNISH
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE083852
Expires 6/25/2015

LA VUE AT EMERALD POINTE, INC., a
Florida Corporation

Attest:

Michael J. Weil Sec/Treas
Michael J. Weil, Secretary/Treasurer

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day
of June, 2012, by **MICHAEL J. WEIL**, as Secretary/Treasurer of **LA VUE AT
EMERALD POINTE, INC.**, a Florida Corporation, ☒ who is personally known to
me, or ☐ who has produced _____ as identification.

Fonda B. Furnish
Notary Public

My Commission expires:



FONDA B. FURNISH
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE083852
Expires 6/25/2015