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**MERGER OR SHARE EXCHANGE**

**AZURE PROPERTIES OF THE TREASURE COAST, LLC**

Certificate of Status	1
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Page Count	06
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHARLES SABIN, LLC A FLORIDA ENTITY  
SHEILA SABIN, LLC A FLORIDA ENTITY

INTO

**AZURE PROPERTIES OF THE TREASURE COAST, LLC**, a Florida entity,  
L00000008842

File date: February 20, 2002

Corporate Specialist: Agnes Lunt

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 20, 2002

AZURE PROPERTIES OF THE TREASURE COAST, LLC  
182 SE HARBOR POINT DRIVE  
STUART, FL 34996

SUBJECT: AZURE PROPERTIES OF THE TREASURE COAST, LLC  
REF: L00000008842

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 608.4382, of the Florida Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Charles Sabin, LLC 182 S.E. Harbor Point Drive Stuart, FL 34996 Florida Document Registration No. L00000008836	Florida	limited liability company FEI Number: 65-1025407
Sheila Sabin, LLC 182 S.E. Harbor Point Drive Stuart, FL 34996 Florida Document Registration No. L00000008839	Florida	limited liability company FEI Number: 65-1025404

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**SECOND:** The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Azure Properties of the Treasure Coast, LLC 182 S.E. Harbor Point Drive Stuart, FL 34996 Florida Document Registration No. L00000008842	Florida	limited liability company FEI Number: 65-1025402

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapters 608, of the Florida Statutes.

**FOURTH:** The merger as set forth in the Articles of Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement or the articles of organization of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

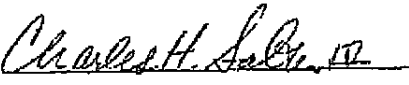
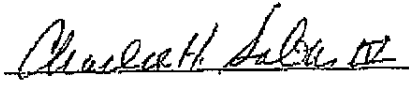
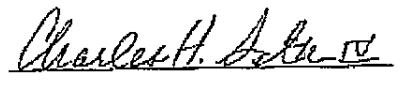
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**SIXTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Charles Sabin, LLC		Charles H. Sabin, IV, Manager
Sheila Sabin, LLC		Charles H. Sabin, IV, Manager
Azure Properties of the Treasure Coast, LLC		Charles H. Sabin, IV, Manager

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into effective as of the 1<sup>st</sup> day of January, 2002, by and between CHARLES SABIN, LLC, a Florida limited liability company (hereafter "Charles Sabin LLC"), SHEILA SABIN, LLC, a Florida limited liability company, and AZURE PROPERTIES OF THE TREASURE COAST, LLC, a Florida limited liability company (hereafter "Azure Properties").

**RECITALS**

WHEREAS, the sole Member of Charles Sabin, LLC, the sole Member of Sheila Sabin, LLC, and all of the Members of Azure Properties, have resolved that Charles Sabin, LLC, and Sheila Sabin, LLC, be merged pursuant to Section 608.438 of the Florida Statutes with and into Azure Properties which company will be the surviving party (the "Surviving Party"); and

WHEREAS, CHARLES H. SABIN, IV ("Charles Sabin"), is the sole Member of Charles Sabin, LLC; and

WHEREAS, SHEILA SABIN ("Sheila Sabin") is the sole Member of Sheila Sabin, LLC; and

WHEREAS, Charles Sabin and Sheila Sabin are all of the Members of Azure Properties; and

WHEREAS, the sole Member of Charles Sabin, LLC, the sole Member of Sheila Sabin, LLC, and all of the Members of Azure Properties have approved the merger described herein upon the terms and conditions hereafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act that Charles Sabin, LLC, and Sheila Sabin, LLC, shall be, at the Effective Date as hereafter defined, merged (hereafter called the "Merger") with and into Azure Properties, in accordance with the following agreements, terms and conditions:

1. Recitals. The recitals set forth above are true and correct and are hereby incorporated herein by reference.

2. Effects of Merger.

2.1 Certain Effects of Merger. On the Effective Date, the separate existence of Charles Sabin, LLC, and Sheila Sabin, LLC, ("the Merging Companies") shall cease and the Merging Companies shall be merged with and into Azure Properties LLC, which, as the Surviving Party, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging

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Companies; and all and singular, the rights, privileges, powers and franchises of the Merging Companies, and all property, real, personal and mixed, and all debts due to the Merging Companies, on whatever account, and all other things in action or belonging to the Merging Companies shall be vested in the Surviving Party; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they were of the Merging Companies, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in the Merging Companies shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Companies shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting Members of the Surviving Party, may, in the name of the Merging Companies, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Party may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Party title to and possession of all of the Merging Companies's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

3. Name of Surviving Party: Articles of Organization: Operating Agreement.

3.1 Name of Surviving Party. The name of the Surviving Party from and after the Effective Date shall be "Azure Properties of the Treasure Coast, LLC."

3.2 Articles of Organization. The Articles of Organization of Azure Properties, as the Surviving Party, as in effect on the date hereof, shall be from and after the Effective Date, and shall continue to be, the Articles of Organization of the Surviving Party until changed or amended as provided by law.

3.3 Operating Agreement. The Operating Agreement of Azure Properties, as the Surviving Party, as in effect on the date hereof, shall be from and after the Effective Date, and continue to be, the Operating Agreement of the Surviving Party until changed or amended as provided by law.

3.4 Management of Surviving Party. The management of the Surviving Party shall be, from and after the Effective Date, and continue to be, vested in its Manager, Charles H. Sabin, IV at 182 S.E. Harbor Point Drive, Stuart, FL 34996.

4. Status and Conversion of Interests. The manner and basis of converting the interests of the sole Member of each of the Merging Companies into interests of the Surviving Party are as follows:

4.1 Membership Interest. The membership interest of Charles Sabin as the sole Member of Charles Sabin, LLC, and the membership interest of Sheila Sabin as the sole Member

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of Sheila Sabin, LLC which shall have been issued and be outstanding immediately before the Effective Date shall be, by virtue of the Merger and without any action on the part of the holder thereof, extinguished. By virtue of the mutual identity of the sole Members of each of Charles Sabin, LLC and Sheila Sabin, LLC, and the Members of Azure Properties, and the equal membership of each in Azure Properties, no additional securities or membership interests will be issued to Charles Sabin or Sheila Sabin as the Members of Azure Properties.

5. Miscellaneous.

5.1 This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by The Merging Companies and Azure Properties, if the Members of Azure Properties duly adopt a resolution abandoning this Plan of Merger.

5.2 Effective Date. The Effective Date of the Merger shall be as of the date of filing of Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

"Charles Sabin, LLC"

CHARLES SABIN, LLC, a Florida limited liability company

By: Charles H. Sabin IV  
Print Name: Charles H. Sabin, IV  
Print Title: Manager

"Sheila Sabin, LLC"

SHEILA SABIN, LLC, a Florida limited liability company

By: Charles H. Sabin IV  
Print Name: Charles H. Sabin, IV  
Print Title: Manager



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"Azure Properties"

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AZURE PROPERTIES OF THE TREASURE  
COAST, LLC, a Florida limited liability company

By: Charles H. Sabin, IV

Print Name: Charles H. Sabin, IV

Print Title: Manager

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