

L02000011399
RESUBMISSION

(Please backdate as of 6/13/02)

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000152474 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

W 6/17

To: Division of Corporations
Fax Number : (850) 205-0380
From: Angie Calabrese
Account Name : AKERMAN, SENTERFITT & BIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 13 PM 3:52

RECEIVED
02 JUN 14 PM 3:43
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
CENTURY HOMEBUILDERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$96.25

6

ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTURY CITRUS ISLES CORP. a Florida entity P00000014909

INTO

CENTURY HOMEBUILDERS, LLC, a Florida entity, L02000011399

File date: June 13, 2002

Corporate Specialist: Lee Rivers

FAX AUDIT No. H02000152474

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes:

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Century Citrus Isles Corp. 7270 N.W. 12th St., Suite 410 Miami, Florida 33126	Florida	Corporation
2.	Century Homebuilders, LLC 7270 N.W. 12th St., Suite 410 Miami, Florida 33126	Florida	Limited Liability Company

P-14909
02 JUN 2002
PM 03:52
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	Century Homebuilders, LLC 7270 N.W. 12th St., Suite 410 Miami, Florida 33126	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or 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 Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdictions.

(M1806979;1)

FAX AUDIT No. H02000152474

FAX AUDIT No. H02000152474

SEVENTH: Signatures for each party.

Name of Entity

Signatures

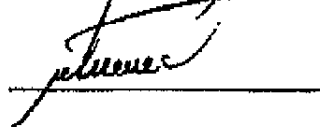
Typed or Printed Name of Individual

Century Citrus Isles Corp.



Luis Rabell, President

Century Homebuilders, LLC



Century Partners Group, Ltd.,
as its sole member
By: Century Enterprises Group, Inc.,
as its general partner
By: Gabriel M. Bustamante,
Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 13 PM 3:52

FAX AUDIT No. H02000152474

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of this 12th day of June, 2002, by and between Century Citrus Isles Corp., a Florida corporation (the "Merged Entity") and Century Homebuilders, LLC, a Florida limited liability company (the "Surviving Entity").

ARTICLE I**The Merger**

On the Effective Date (as defined in Article V hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with Florida Statutes §608.438, and the separate existence of the Merged Entity shall cease and the Surviving Entity shall thereafter continue as the surviving company under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

1. On the Effective Date, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Organization of the Surviving Entity, until thereafter amended.

2. On the Effective Date, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall continue to be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed.

3. On the Effective Date, the members of the Surviving Entity shall continue to be the members of the Surviving Entity until additional members are added or substituted.

4. The Surviving Entity has its chief executive address at 7270 N.W. 12th St., Suite 410, Miami, Florida 33126.

5. The address of each of the managers of the Surviving Entity is 7270 N.W. 12th St., Suite 410, Miami, Florida 33126 and the names of each of the managers of the Surviving Entity are as follows:

Sergio Pino
Armando Guerra
Jose Cancela
Carlos Garcia
Humberto Lorenzo
Gabriel M. Bustamante

(M1806967:1)

FAX AUDIT No. H02000152474

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 14 2002
PM 3:52

FAX AUDIT No. H02000152474

ARTICLE III
Manner and Basis of Converting Ownership Interests

1. On the Effective Date, all shares of common stock of the Merged Entity (the "Shares") which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Shares of the Merged Entity, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV
Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of the Merged Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE V
Effective Time

As used in this Agreement, the term "Effective Date" shall mean the date upon which Articles of Merger are filed with the Florida Department of State, as provided for in Florida Statutes §608.4382.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 13 PM 3:52