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Jun-21-2005 13:23am

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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P-311

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MERGER OR SHARE EXCHANGE

TRADITION VILLAGE CENTER, LLC

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T-118 P.002/005 P-311

**ARTICLES OF MERGER
OF
TRADITION MERGER LLC
(a Florida limited liability company)
WITH AND INTO
TRADITION VILLAGE CENTER, LLC
(a Florida limited liability company)**

The following Articles of Merger are submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.4382, F.S.

FIRST: The name and jurisdiction of the surviving limited liability company is Tradition Village Center, LLC, a Florida limited liability company (the "Surviving Company"), Florida document number: L02000033874.

SECOND: The name and jurisdiction of the merging limited liability company is Tradition Merger LLC, a Florida limited liability company (the "Terminating Company"), Florida document number: L05000060798.

THIRD: The Plan of Merger is attached hereto as Exhibit A.

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

FIFTH: The Plan of Merger was adopted by written consent of the managing member of the Surviving Company as of June 16, 2005.

SIXTH: The Plan of Merger was adopted by written consent of the member of the Terminating Company as of June 16, 2005.

These Articles of Merger may be executed in any number of counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger on the 16 day of June, 2005.

TRADITION MERGER, LLC

By: 
Barry Somerstein, Esq., Authorized Representative

TRADITION VILLAGE CENTER, LLC

By: CORE COMMUNITIES LLC,
its managing member

By: LEVITT CORPORATION,
its managing member

By: 
John E. Abdo, President

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EXHIBIT A

PLAN OF MERGER OF TRADITION MERGER LLC (a Florida limited liability company) WITH AND INTO TRADITION VILLAGE CENTER, LLC (a Florida limited liability company)

The following Plan of Merger is submitted in compliance with Section 608.438, F.S.

FIRST: The name and jurisdiction of the surviving corporation is Tradition Village Center, LLC, a Florida limited liability company (the "Surviving Company").

SECOND: The name and jurisdiction of the merging corporation is Tradition Merger LLC, a Florida limited liability company (the "Terminating Company").

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Organization of the Surviving Company, as in effect immediately prior to the effective date of the merger, shall be the Articles of Organization of the Surviving Company.

2. The Operating Agreement of the Surviving Company, as in effect immediately prior to the effective date of the merger, will be the Operating Agreement of the Surviving Company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managing member of the Surviving Company when the merger becomes effective shall be the managing member of the Surviving Company, and shall be the managing member in accordance with the Operating Agreement of the Surviving Company or applicable law.

FOURTH: The manner and basis of converting the units of member interest of the Terminating Company into units of member interest of the Surviving Company are as follows:

1. At the effective time of the merger, each unit of member interest of the Surviving Company issued and outstanding as of the effective time shall thereafter constitute all of the issued and outstanding units of member interest of the Surviving Company.

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2. All units of member interest of the Terminating Company issued and outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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