

08/17/2006 10:44 FAX 407 423-1831

DEAN MEAD ORLANDO

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Hi-Oaks, LLC

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

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>
WMC Hi-Oaks II, LLC	Florida
1065 Maitland Center Commons Boulevard	
Maitland, FL 32751	

LO3-12179

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>
WMC Hi-Oaks I, LLC*	Florida
1065 Maitland Center Commons Boulevard	
Maitland, FL 32751	

LO3-12212

*Pursuant to the attached Plan of Merger, the surviving party will change its name to "Hi-Oaks LLC."

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by each of the merging party in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement or Certificate of organization of any limited liability company that is a party to the merger.

SIXTH: This Certificate of Merger complies with, and was executed in accordance with, the laws of the State of Florida, which is each party's applicable jurisdiction.

SEVENTH: This Certificate of Merger may be executed in two or more counterparts, each of which shall be treated as an original and all of which shall, collectively, constitute one and the same Certificate of Merger.

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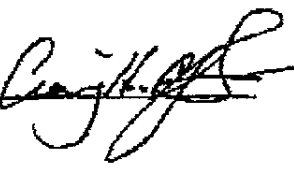
DEAN HEAD ORLANDO

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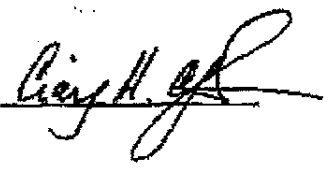
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EIGHTH: Signatures for each party:Name of EntitySignature(s)Typed or Printed
Name of Individual

WMC Hi-Oaks II, LLC

By: Kenneth M. Clayton,
Member of WMC
Management, LLC, sole
general partner of Clayton
Investments, Ltd., sole
member of WMC Hi-Oaks II,
LLC.By: Craig H. Clayton,
Member of WMC
Management, LLC, sole
general partner of Clayton
Investments, Ltd., sole
member of WMC Hi-Oaks II,
LLC.

WMC Hi-Oaks I, LLC

By: Kenneth M. Clayton,
Member of WMC
Management, LLC, sole
general partner of Clayton
Investments, Ltd., sole
member of WMC Hi-Oaks I,
LLC.By: CRAIG H. CLAYTON
~~Kenneth M. Clayton,~~
Member of WMC
Management, LLC, sole
general partner of Clayton
Investments, Ltd., sole
member of WMC Hi-Oaks I,
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 22 day of July, 2006, by and among WMC Hi-Oaks I, LLC, a Florida limited liability company, and WMC Hi-Oaks II, LLC, a Florida limited liability company.

RECITALS

A. The sole member of WMC Hi-Oaks II, LLC (the "Merging Company") has resolved to merge WMC Hi-Oaks II, LLC, pursuant to the Florida Limited Liability Company Act, with and into WMC Hi-Oaks I, LLC (the "Surviving Company"). The execution and delivery of this agreement and the performance of each respective Company's obligations hereunder have been duly authorized by all necessary company action and no other proceedings on the part of the company are necessary to authorize the execution of this agreement and the transactions contemplated hereby.

B. The sole member of both WMC Hi-Oaks I, LLC and WMC Hi-Oaks II, LLC has approved the merger described herein, upon the terms and conditions hereinafter set forth, and has approved this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual promises, the parties hereby agree, in accordance with the Florida Limited Liability Company Act, that WMC Hi-Oaks II, LLC shall be, at the Effective Date (as hereinafter defined), merged (hereafter, the "Merger") with and into WMC Hi-Oaks I, LLC, in accordance with the following agreements, terms and conditions:

1. **Recitals.** The recitals set forth in Paragraphs A and B 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 the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company, which 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 Company; and all and singular, the rights, privileges, powers and franchises of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company, on whatever account, as well for all other things in action or belonging to the Merging Company, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the Merging Company, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging

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Company, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Company, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company, shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. At any time, or from time to time, after the Effective Date, the last acting officers or members of the Merging Company, or the corresponding officers or members of the Surviving Company, may, in the name of the Merging Company, 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 Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Company's property, rights, privileges, powers, franchises, and immunities of the Merging Company, and otherwise to carry out the purposes of this Plan of Merger.

3. Name of Surviving Company, Articles of Organization.

3.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be Hi-Oaks, LLC. The name and address of the sole member of the surviving entity is: Clayton Investments, Ltd., a Florida limited partnership, 5405 Diplomat Circle, Suite 100, Orlando, Florida, 32810.

3.2 Articles of Organization. The Articles of Organization of WMC Hi-Oaks I, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law, except that Article I of the Articles of Organization of WMC Hi-Oaks I, LLC shall be amended in its entirety to read as follows:

"ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Hi-Oaks, LLC
(the "Company")."

4. Membership Interests in Surviving Company. Because the sole member of the Merging Company is also the sole member of the Surviving Company, the sole member of the Merging Company will not receive any additional membership interests in the Surviving Entity as a result of the Merger.

5. Miscellaneous.

5.1 Effective Date. The "Effective Date" of the Merger shall be as of the date of the filing of the Articles of Merger with the Florida Secretary of State.

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This Plan of Merger has been executed by the parties hereto on the date first above written.

MERGING COMPANY

WMC HI-OAKS II, LLC

By: Clayton Investments, Ltd., its sole member

By: WMC Management, LLC, its sole general partner

By: 
Kenneth M. Clayton, Member

By: 
Craig H. Clayton, Member

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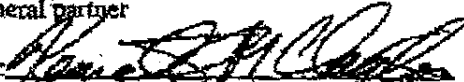
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SURVIVING COMPANY

WMC HI-OAKS I, LLC

By: Clayton Investments, Ltd., its sole member

By: WMC Management, LLC, its sole general partner

By: 
Kenneth M. Clayton, Member

By: 
Craig H. Clayton, Member