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From: BAKER & HOSTETLER LLP

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Florida Department of State  
Division of Corporations  
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From:

Account Name : BAKER & HOSTETLER LLP  
Account Number : F19990000077  
Phone : (407) 549-4043  
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MERGER OR SHARE EXCHANGE

THE PLAZA LLC

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	\$175.00

CLERK OF STATE  
TALLAHASSEE, FLORIDA

04 SEP 28 AM 8:24

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This instrument prepared by and return to:

Jeffrey E. Decker, Esq.  
BAKER & HOSTETLER LLP  
200 S. Orange Avenue  
SunTrust Center, Suite 2300  
Post Office Box 112  
Orlando, Florida 32801  
(407) 649-4000

STATE OF FLORIDA

ARTICLES OF MERGER

OF

UPTOWN LAND HOLDINGS LLC  
(a Florida limited liability company)

- L03-43534

AND

DOWNTOWN LAND HOLDINGS LLC  
(a Florida limited liability company)

L03-41487

INTO

THE PLAZA LLC  
(a Florida limited liability company)

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TALLAHASSEE FLORIDA

Pursuant to Section 608.4382, Florida Statutes, the undersigned entities adopt the following Articles of Merger. The name of the surviving company, upon the effective date of merger will be The Plaza LLC, a Florida limited liability company, whose address is 100 South Orange Avenue, Suite 400, Orlando, Florida 32801.

ADOPTION OF AGREEMENT

On the 27 day of September, 2004, the sole member of UPTOWN LAND HOLDINGS LLC, a Florida limited liability company ("UPTOWN"), Florida Document Number 1.03000043534, whose address is 100 South Orange Avenue, Suite 400, Orlando, Florida 32801, adopted and approved the Agreement and Plan of Merger (as defined below) in accordance with the applicable provisions of Chapter 608, Florida Statutes. On the 27 day of September, 2004, the sole member of DOWNTOWN

LAND HOLDINGS LLC, a Florida limited liability company ("DOWNTOWN"), Florida Document Number L03000041487, whose address is 100 South Orange Avenue, Suite 400, Orlando, Florida 32801, adopted and approved the Agreement and Plan of Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes. On the 27 day of September, 2004, the members of THE PLAZA LLC, a Florida limited liability company ("THE PLAZA"), Florida Document Number L03000041498, whose address is 100 South Orange Avenue, Suite 400, Orlando, Florida 32801, adopted and approved the Agreement and Plan of Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

### AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger adopted and approved by Uptown, Downtown and The Plaza is attached hereto as Exhibit A (the "Agreement and Plan of Merger"). The attached Plan of Merger meets the requirements of 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

The merger is approved under the laws of the State of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger. The Articles of Merger comply and were executed in accordance with the laws of the of each party's applicable jurisdiction.

### EFFECTIVE DATE

The merger of the undersigned entities will become effective as of the filing of the Articles of Merger with the Florida Secretary of State.

Dated: September 27, 2004.

Downtown Land Holdings LLC, a Florida  
limited liability company

By: Cameron Kuhn  
Cameron Kuhn, authorized representative

Witness

Witness

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 TALLAHASSEE, FLORIDA

[Signature]  
Witness  
[Signature]  
Witness

Uptown Land Holdings LLC, a Florida limited liability company

By: [Signature]  
Cameron Kuhn, authorized representative

[Signature]  
Witness  
[Signature]  
Witness

The Plaza LLC, a Florida limited liability company

By: [Signature]  
Cameron Kuhn, authorized representative

State of Florida )  
 )ss.  
County of Osceola )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 2004 by Cameron Kuhn, as authorized representative of, and on behalf of, each of Downtown Land Holdings LLC, a Florida limited liability company, Uptown Land Holdings LLC, a Florida limited liability company, and The Plaza LLC, a Florida limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Laurie L. Bergstresser  
My Commission DD165029  
Expires December 14, 2006

[Signature]  
(Notary Signature)

Laurie L. Bergstresser  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. DD165029

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Exhibit A

Agreement and Plan of Merger

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

This instrument prepared by and return to:

Jeffrey E. Decker, Esq.  
Baker & Hostetler LLP  
200 S. Orange Avenue  
SunTrust Center, Suite 2300  
Post Office Box 112  
Orlando, Florida 32801  
(407) 649-4000

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made this 27 day of September, 2004, by and among Uptown Land Holdings LLC, a Florida limited liability company ("Uptown"), Downtown Land Holdings LLC, a Florida limited liability company ("Downtown") and The Plaza LLC, a Florida limited liability company ("The Plaza").

WITNESSETH:

WHEREAS, Uptown, Downtown and The Plaza have been presented with a proposal whereby Uptown and Downtown will each be merged with and into The Plaza, with The Plaza being the surviving company; and

WHEREAS, Downtown is the sole member of Uptown; and

WHEREAS, The Plaza is sole member of Downtown; and

WHEREAS, all of the members of The Plaza, the sole member of Downtown, and the sole member of Uptown deem it advisable, for the benefit of Uptown, Downtown and The Plaza, that Uptown and Downtown be merged with and into The Plaza, with The Plaza as the surviving company, pursuant to the provisions of the Florida Limited Liability Company Act (the "FLLCA"); and

WHEREAS, the sole member of Uptown, the sole member of Downtown and all of the members of The Plaza have approved and adopted this Plan of Merger in accordance with Section 608.4381, Florida Statutes, and the merger described herein by written consents of such members, each dated as of the date hereof; and

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the merger in such other details and provisions as are deemed necessary or advisable, The Plaza, Uptown and Downtown hereby set forth the terms of the merger as follows:

1. Merger. The names of the entities which are to be merged are Uptown Land Holdings LLC, a Florida limited liability company, Downtown Land Holdings LLC, a Florida limited liability company, and The Plaza LLC, a Florida limited liability company (collectively the "Merged

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Entities"). In accordance with the provisions of the FLLCA, at the Effective Time (as hereinafter defined), Uptown and Downtown shall be merged into The Plaza and The Plaza shall be the surviving company (hereinafter, the "Survivor") and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Existence. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the company existence and identity of each of Uptown and Downtown with all their purposes, powers, franchises, privileges, rights and immunities, at the Effective Time shall be merged with and into that of The Plaza and Survivor shall be vested fully therewith and the separate existence and identity of each of Uptown and Downtown shall thereafter cease, except to the extent continued by statute.

3. Property. At the Effective Time, any and all property, real, personal and mixed, of any of the Merged Entities, including the real property described on Exhibit "A" attached hereto, and all debts due, as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in the Plaza, and shall thereafter be the property of the Plaza as they were of such Merged Entity, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the merger but, rather shall immediately vest in the Plaza without further action by the Plaza. All rights of creditors and all liens upon any property of any of the Merged Entities shall be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities that have merged shall attach to the Plaza and may be enforced against the Plaza to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Plaza.

4. Effective Time. The merger shall become effective (the "Effective Time") upon the filing of the Articles of Merger with the Florida Secretary of State.

5. Company Governance.

a. The Articles of Organization of The Plaza, as in effect on the Effective Time, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Organization of the Survivor.

b. The Operating Agreement of The Plaza, as in effect on the Effective Time, as the same may be amended from time to time, shall continue in full force and effect and shall be the Operating Agreement of the Survivor.

c. The Officers of The Plaza immediately preceding the Effective Time shall be the persons holding such positions for Survivor as of and immediately following the Effective Time.



d. The name and address of the manager of the Survivor is Cameron Kuhn, 100 South Orange Avenue, Suite 400, Orlando, Florida 32801.

6. Cancellation and Conversion of Membership Interest. All outstanding membership interests of The Plaza immediately prior to the Effective Time shall remain outstanding and unchanged as of the Effective Time. All outstanding membership interests of Uptown and all outstanding membership interests of Downtown, respectively, shall be deemed cancelled as of the Effective Time.

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SECRETARY OF STATE



IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

Downtown Land Holdings LLC, a Florida limited liability company

Witness   
Witness 

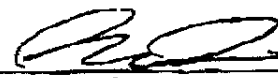

By:   
Cameron Kuhn, authorized representative

Uptown Land Holdings LLC, a Florida limited liability company

Witness   
Witness 

By:   
Cameron Kuhn, authorized representative

The Plaza LLC, a Florida limited liability company

Witness   
Witness 

By:   
Cameron Kuhn, authorized representative

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CLERK OF CLERK  
JASSEE, FLORIDA



State of Florida )  
 )ss.  
County of Osceola )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 2004 by Cameron Kuhn, as authorized representative of, and on behalf of, each of Downtown Land Holdings LLC, a Florida limited liability company, Uptown Land Holdings LLC, a Florida limited liability company, and The Plaza LLC, a Florida limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Laurie L. Bergstresser  
My Commission DD165029  
Expires December 14, 2008

[Signature]  
(Notary Signature)

Laurie L. Bergstresser  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. DD165029

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TALLAHASSEE, FLORIDA

Exhibit A

**AIR RIGHTS PARCEL**

COMMENCING at the Southwest corner of Lot 5 of the Plan of Robert R. Reid's Addition to Orlando, according to the plat thereof, as recorded in Plat Book "C", Pages 62 and 63, of the Public Records of Orange County, Florida, thence run vertical 80' over Lots 2, 3, 4 and 5 less the East 20' of Lot 5 of the PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, according to the plat thereof, as recorded in Plat Book "C", Pages 62 and 63, of the Public Records of Orange County, Florida, less right-of-way for Court Avenue.

AND

An easement over, across, under and through the following described property for access, utilities and support, as well as a temporary construction easement during construction granted in that certain Special Warranty Deed recorded November 14, 2003 in Book 7195, Page 4569 on the described parcel:

Lots 2, 3, 4 and 5 less the East 20' of Lot 5 of the PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, according to the plat thereof, as recorded Plat Book "C", Pages 62 and 63, of the Public Records of Orange County, Florida, less right-of-way for Court Avenue.

TOGETHER WITH

**LAND PARCEL**

Lot 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 and the South 58 feet of Lot 13, Block 25, of the PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, according to the plat thereof, as recorded in Plat Book C, Page 62 and 63, of the Public Records of Orange County, Florida. LESS: The North 6.00' of said Lots 11 and 12 as Platted PINE STREET UNIT NO. 2, according to the plat thereof as recorded in Plat Book 4, Page 36 and 37, Public Records of Orange County, Florida.

ALSO LESS: Right-of-Way for Court Avenue.

Said LAND PARCEL being more particularly described as follows;

COMMENCE the Northwest corner of Lot 11, Block 25, of the PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, according to the plat thereof, as recorded in Plat Book C, Page 62 and 63, of the Public Records of Orange County, Florida; run South 00 degrees 02 minutes 19 seconds West 6.00 feet along the West boundary of said Block 25 to the South right-of-way line of Pine Street as shown on PINE STREET UNIT NO. 2, as recorded in Plat Book 4, Pages 36 and 37 of the Public Records of Orange County, Florida for the POINT OF BEGINNING; thence run South 89 degrees 59 minutes 45 seconds East 201.77 feet along said South right-of-way line to a point on the East boundary of Lot 12 of said PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, said point being South 00 degrees 01 minutes 17 seconds West 6.00 feet from the

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Northeast corner of said Lot 12; thence run South 00 degrees 01 minutes 17 seconds West 88.02 feet along said East boundary of Lot 12 to the Northwest corner of the South 58.00 feet of Lot 13, of said PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO; thence run South 89 degrees 59 minutes 29 seconds East 70.02 feet along the North boundary of said South 58.00 feet of Lot 13 to a point on the West right-of-way line of COURT AVENUE; thence run South 00 degrees 00 minutes 48 seconds West 208.02 feet along said West right-of-way line to a point on the South boundary of the aforesaid Block 25; thence run North 89 degrees 59 minutes 13 seconds West 271.91 feet to the Southwest corner of said Block 25; thence run North 00 degrees 02 minutes 19 seconds East 294.00 feet along the West boundary of said Block 25 to the Point of Beginning.

AND

BEGIN at the Southeast corner of Block 25, of the PLAN OF ROBERT R. REID'S ADDITION TO ORLANDO, according to the plat thereof, as recorded in Plat Book C, Page 62 and 63, of the Public Records of Orange County, Florida; thence run North 89 degrees 59 minutes 13 seconds West 125.08 feet along the South boundary of said Block 25 to a point on the East right-of-way of Court Avenue; thence run North 00 degrees 00 minutes 48 seconds East 225.04 feet along the East right-of-way line of Court Avenue to a point on the South boundary of Lot 1 of said Block 25; thence run South 89 degrees 59 minutes 37 seconds East 125.03 feet to the Northeast corner of Lot 2 of said Block 25; thence run South 225.05 feet along the East boundary of said Block 25 to the Point of Beginning.

LESS: The aforesaid AIR RIGHTS PARCEL

Also together with any and all beneficial easements rights contained in that certain Non-Exclusive Temporary Easement Agreement executed by Kyung Park and Bang Park in favor of The Plaza LLC, a Florida limited liability company recorded \_\_\_\_\_ in Book \_\_\_\_\_, Page \_\_\_\_\_.

Also together with any and all beneficial easements rights contained in that certain Non-Exclusive Temporary Easement Agreement executed by Avalon Island, LLC in favor of The Plaza LLC, a Florida limited liability company recorded \_\_\_\_\_ in Book \_\_\_\_\_, Page \_\_\_\_\_.

Also together with any and all beneficial easements rights contained in that certain Non-Exclusive Temporary Easement Agreement executed by 1221 W. Colonial Drive Corporation in favor of The Plaza LLC, a Florida limited liability company recorded \_\_\_\_\_ in Book \_\_\_\_\_, Page \_\_\_\_\_.

Also together with any and all beneficial easements rights contained in that certain Non-Exclusive Temporary Easement Agreement executed by W. David W. Rogers, Jr. and Duncan B. Dowling, III in favor of The Plaza LLC, a Florida limited liability company recorded \_\_\_\_\_ in Book \_\_\_\_\_, Page \_\_\_\_\_.

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Also together with any and all beneficial easements contained within the  
Right of Way Utilization Agreement for Foundations and Balconies  
recorded \_\_\_\_\_ In Book \_\_\_\_\_, Page \_\_\_\_\_.

Also together with any and all beneficial easements contained within the  
Right of Way Utilization Agreement for Parking Facility and Terrace  
recorded \_\_\_\_\_ In Book \_\_\_\_\_, Page \_\_\_\_\_.

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TALLAHASSEE, FLORIDA

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