

Division of Corporations

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**L040000001997**

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Mouhourtis Properties, LLC

Certificate of Status	0
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Page Count	03
Estimated Charge	\$105.00

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PGS. 4  
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## MERGER OR SHARE EXCHANGE

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**CERTIFICATE OF MERGER  
OF  
MOUHOURTIS DEVELOPMENT, LLC,  
a Florida Limited Liability Company  
with and into  
MOUHOURTIS PROPERTIES, LLC,  
a Florida Limited Liability Company**

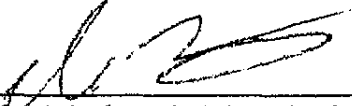
F.L.L.C.  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 APR -3 AM 9:05

Pursuant to the provisions of Section 608.4382, Florida Statutes, MOUHOURTIS PROPERTIES, LLC, a Florida limited liability company, hereby submits the following Articles of Merger:

1. The merging company is MOUHOURTIS DEVELOPMENT, LLC, a Florida limited liability company filed under Document Number L03000014468.
2. The surviving company is MOUHOURTIS PROPERTIES, LLC, a Florida limited liability company filed under Document Number L04000001997.
3. A copy of the Plan of Merger between the parties hereto is attached to this Certificate of Merger as Exhibit A and incorporated herein.
4. The attached Plan of Merger was duly approved by the members and managers of each company that is a party to the merger in accordance with the applicable provisions of Section 608.4381, Florida Statutes.
5. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing of this Certificate of Merger by the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed in their respective names by duly authorized managing members effective March 21, 2006.

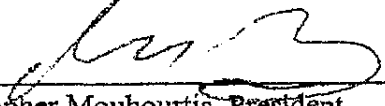
**MOUHOURTIS DEVELOPMENT, LLC, a  
Florida limited liability company**

By:   
Christopher Mouhourtis, Managing Member

"Merging Company"

**MOUHOURTIS PROPERTIES, LLC, a  
Florida company**

By: TUSCANY HOMES OF NORTH  
FLORIDA, INC., a Florida corporation,  
Managing Member

By:   
Christopher Mouhourtis, President

"Surviving Company"

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## EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER is made this 21st day of March, 2006, by and between **MOUHOURTIS DEVELOPMENT, LLC**, a Florida limited liability company (hereinafter sometimes referred to as the "Merging Company"), and **MOUHOURTIS PROPERTIES, LLC**, a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Company").

STIPULATIONS

A. **MOUHOURTIS DEVELOPMENT, LLC**, the Merging Company, is a limited liability company duly organized and existing under the laws of the State of Florida under Document Number L03000014468, with its principal office at 462 Kingsley Avenue, Suite 102, Orange Park, Florida 32073.

B. **MOUHOURTIS PROPERTIES, LLC**, the Surviving Company, is a limited liability company duly organized and existing under the laws of the State of Florida under Document Number L04000001997, with its principal office at 462 Kingsley Avenue, Suite 102, Orange Park, Florida 32073.

C. The Managers and Members of **MOUHOURTIS DEVELOPMENT, LLC** and **MOUHOURTIS PROPERTIES, LLC** deem it desirable and in the best business interests of the companies that **MOUHOURTIS DEVELOPMENT, LLC** be merged with and into **MOUHOURTIS PROPERTIES, LLC** pursuant to the provisions of Sections 608.438 et seq. of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Merging Company, **MOUHOURTIS DEVELOPMENT, LLC**, and the Surviving Company, **MOUHOURTIS PROPERTIES, LLC**, hereby agree as follows:

1. **Merger.** The Merging Company shall merge with and into the Surviving Company.
2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and/or mixed, of the Merging Company, without the necessity for any separate transfers. On and after the effective date, the Surviving Company shall be responsible and liable for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.
3. **Conversion of Shares.** The manner and basis of converting membership interests of the Merging Company into membership interests of the Surviving Company is as follows:

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## EXHIBIT A

(a) On the effective date of the merger, each outstanding membership interest in the Merging Company shall be cancelled and cease to be outstanding, and no payment shall be made nor consideration paid with respect thereto.

(b) Each outstanding membership interest in the Surviving Company shall remain outstanding following the effective date of the merger, and the merger shall have no effect on any membership interest of the Surviving Company.

4. **Changes in Articles of Organization.** The articles of organization of the Surviving Company, as amended, shall continue to be its articles of organization following the effective date of the merger.

5. **Approval by Members.** This Plan of Merger shall be submitted for the approval of the members of the Merging Company and the members of the Surviving Company in the manner provided by the applicable laws of the State of Florida.

6. **Effective Date of Merger.** The effective date of this merger shall be the date upon which the Certificate of Merger is filed with the Florida Department of State.

7. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Members of the Merging Company or by action of the Members of the Surviving Company, at any time prior to the effective date of the merger.

8. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized managing members on the 21 day of March, 2006.

MOUHOURTIS DEVELOPMENT, LLC, a  
Florida limited liability company

By: 

Christopher Mouhourtis, Managing Member

"Merging Company"

MOUHOURTIS PROPERTIES, LLC, a  
Florida company

By: TUSCANY HOMES OF NORTH  
FLORIDA, INC., a Florida corporation,  
Managing Member

By: 

Christopher Mouhourtis, President

"Surviving Company"