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Division of Corporations

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MERGER OR SHARE EXCHANGE

Sun Meadowbrook FL LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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. 8920 Associates LLC 27777 Franklin Road Suite 200 Southfield, Michigan 48034 Florida Document/Registration Number: L04000006154	Florida	LLC FBI Number: 38-3219834
2. Sun Meadowbrook FL LLC 27777 Franklin Road Suite 200 Southfield, Michigan 48034 Florida Document/Registration Number: N/A	Michigan	N/A FBI Number:
3. _____ _____ _____ Florida Document/Registration Number: _____	_____	_____ _____ _____ FBI Number: _____
4. _____ _____ _____ Florida Document/Registration Number: _____	_____	_____ _____ _____ FBI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sun Meadowbrook FL LLC	Michigan	LLC
27777 Franklin Road		
Suite 200		
Southfield, Michigan 48034		
Florida Document/Registration Number: <u>Applied for</u>		FEI Number: <u>N/A</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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.

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OR

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

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(Note: Please see instructions for required signatures.)

Signature(s)

Jonathan Colman, Exec. V.P.-Acquisitions
San Florida QRS, Inc., Manby

[Handwritten signature]

Jonathan Colman, Exec. V.P. - Acquisitions
Sea Communities, Inc., General Partner of
Sea Communities Operating Limited
Partnership, Member

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

8920 Associates LLC
Sun Meadowbrook FL LLC

Jurisdiction

Florida
Michigan

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Sun Meadowbrook FL LLC

Jurisdiction

Michigan

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

SEE ATTACHED ADDENDUM.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
SEE ATTACHED ADDENDUM.

- B. The manner and basis of converting ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:
SEE ATTACHED ADDENDUM.

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(Attach additional sheet(s) if necessary).

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A.

If General Partner is a Non-Individual,
Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Sun QRS Pool 12, Inc.
17777 Franklin Road
Suite 200
Southfield, MI 48034

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

SEE ATTACHED ADDENDUM.

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EIGHTH: Other provisions, if any, relating to the merger.

(Attach additional sheet(s) if necessary)

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ADDENDUM**AGREEMENT, PLAN AND CERTIFICATE OF MERGER**

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of the close of business on May 10, 2004, among SUN MEADOWBROOK FL LLC, a Michigan limited liability company ("Sun") and 8920 ASSOCIATES LLC, an Florida limited liability company ("8920"), under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and in accordance with the requirements of Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act").

Sun and 8920 agree to and do hereby effect the merger of 8920 with and into Sun (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

Name	State of Organization	State ID Number	Date of Organization
Sun Meadowbrook FL LLC	Michigan	B4794Q	5/7/2004
8920 Associates LLC	Florida	Florida # L04000006154	1/23/2004

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its Michigan identification number is:

Sun Meadowbrook FL LLC	B4794Q
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2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, 8920 will cease to exist separately, and will be merged with and into Sun in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.
- b. On the Effective Date and on consummation of the Merger, the members of 8920 and their membership interests in the Surviving LLC will be the same as those of 8920 prior to the consummation of the Merger.

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3. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT

The Articles of Organization and Operating Agreement of Sun shall be the Articles of Organization and Operating Agreement of the Surviving LLC.

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") the date of filing of this Agreement.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of Sun and the Members 8920 in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at Sun's principal place of business, the address of which is 27777 Franklin Road, Suite 200, Southfield, Michigan 48034.

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

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