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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Diamond at Monroe, LLC
Document Number L04000087264
Diamond at Monroe Phase II, LLC
Document Number L05000088100

Dear Madam/Sir:

Enclosed are an original and one copy of the Certificate of Merger for the referenced limited liability companies, with a copy of the Plan of Merger attached thereto. Also enclosed is this firm's check in the amount of \$80.00, comprised of the \$50.00 filing fee (\$25.00 per limited liability company) and the \$30.00 certified copy fee.

If you will notify me when the certified copy is ready, I will have our messenger return to retrieve it. In the meantime, please do not hesitate to call me at (850) 425-5457 if you have any questions or need anything further to file this amendment.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters
Paralegal

/dmw

Enclosures

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CERTIFICATE OF MERGER

Pursuant to Section 608.4382, Florida Statutes, **Diamond at Monroe Phase II, LLC**, a Florida limited liability company (**Diamond II**), and **Diamond at Monroe, LLC**, a Florida limited liability company (**Diamond at Monroe**), submit the following Certificate of Merger for the purposes of merging **Diamond II** into **Diamond at Monroe**, the latter of which is to survive the merger.

ARTICLE I.

The name and jurisdiction of the surviving limited liability company are:

<u>Name</u>	<u>Jurisdiction</u>
Diamond at Monroe, LLC	Florida

ARTICLE II.

The name and jurisdiction of each merging limited liability company are:

<u>Name</u>	<u>Jurisdiction</u>
Diamond at Monroe Phase II, LLC	Florida
Diamond at Monroe, LLC	Florida

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ARTICLE III.

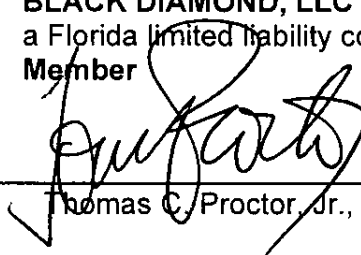
The attached Plan of Merger was approved by the Members of each of the limited liability companies that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

ARTICLE IV.

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

Diamond at Monroe Phase II, LLC

By: **BLACK DIAMOND, LLC**
a Florida limited liability company
Member

By: 
Thomas C. Proctor, Jr., President

Diamond at Monroe, LLC

By: **BLACK DIAMOND, LLC**
a Florida limited liability company
Member

By: 
Thomas C. Proctor, Jr., President

PLAN OF MERGER

The following PLAN OF MERGER (Plan of Merger), by and between **Diamond at Monroe Phase II, LLC**, a Florida limited liability company (**Diamond II**), and **Diamond at Monroe, LLC**, a Florida limited liability company (**Diamond at Monroe**), was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

1. **Merging Parties.** The exact name, entity type, and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Diamond at Monroe, LLC	Limited Liability Company	Florida
Diamond at Monroe Phase II, LLC	Limited Liability Company	Florida

2. **Surviving Party.** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Diamond at Monroe, LLC	Limited Liability Company	Florida

3. **Terms of Merger.** In order to merge Diamond II, the Merging Entity, into Diamond at Monroe, the Surviving Entity, the Member of Diamond II will assign and transfer its interest in Diamond II to Diamond at Monroe in exchange for an equivalent interest in Diamond at Monroe. The Member's total percentage interest in profits, losses, and capital of Diamond at Monroe will be the same as that Member's combined total percentage interest was in profits, losses, and capital of both Diamond II and Diamond at Monroe immediately prior to the Effective Date (as defined below) and shall be as set forth on the Schedule of Interests in Diamond at Monroe, which is attached hereto and made a part of this Plan by this reference. The aforementioned assignment and transfer of interests in Diamond II shall be effected by an assignment of membership interests to be executed and delivered by each Member of Diamond II.

4. **Continuation of Business and Governing Documents.** From and after the Effective Date, the business of the Merging Parties will continue to be carried on by Diamond at Monroe. All of the rights and property of Diamond II will be vested in Diamond at Monroe; and all debts, liabilities, and obligations of Diamond II shall continue as debts, liabilities, and obligations of Diamond at Monroe. All holders of interests in Diamond at Monroe will be bound by the terms of the Operating Agreement for **Diamond at Monroe, LLC**, a copy of which is on file at the office of the company.

5. **Approval of Plan.** The principal terms of this Plan have been approved by unanimous vote of the Members of each of the Merging Parties, which vote equaled or exceeded the vote required under the applicable provisions of the Operating Agreement for each of the Merging Entities.

Diamond at Monroe Entities

PLAN OF MERGER

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6. **Further Actions and Effective Date of Merger.** The Merging Parties shall take all such further actions as may be required to complete the Merger, including (i) the filing of a Certificate of Merger (**Merger Document**) with the Florida Secretary of State as required under the applicable provisions of Chapter 608, F.S., (ii) the transfer of the legal rights of Diamond II to Diamond at Monroe, and (iii) execution and subsequent filing of any required notices with local authorities. The Merger shall be effective on the date that the Merger Document is accepted for filing by the Florida Secretary of State (the **Effective Date**).

Executed as of the 2nd day of March, 2007.

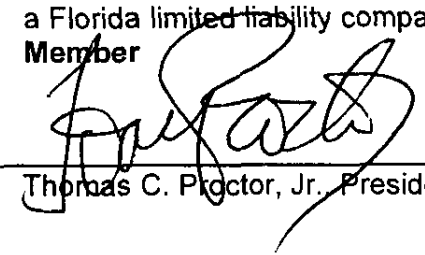
Diamond at Monroe Phase II, LLC

By: **BLACK DIAMOND, LLC**
a Florida limited liability company
Member

By: 
Thomas C. Proctor, Jr., President

Diamond at Monroe, LLC

By: **BLACK DIAMOND, LLC**
a Florida limited liability company
Member

By: 
Thomas C. Proctor, Jr., President