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# MERGER OR SHARE EXCHANGE

HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C.

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## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with the provisions of Section 608.4382, Florida Statutes.

425 North Federal Histoway  Hallandele, Florida 33009  Florida Document/Registration Number: L0500001481  FEI Number: 202118972	foll	ews:		,
425 North Federal Highway Hallandale, Florida 33009 Florida Document/Registration Number: L05000001481 FEI Number: 202118972  2. 405 Federal L.L. C. State of Florida limited liability company 425 North Federal Highway Hallandale, Florida 33009 Florida Document/Registration Number: L05000006232 FEI Number: 202214049  3. Hallandale Fark Central Development, L.L.C. State of Florida limited liability company 425 North Federal Highway Hallandale, Florida 33009 Plorida Document/Registration Number: L05000020181 FEI Number: 202493424  SECOND: The exact name, street address of the principal office, jurisdiction, and entity type of the sarviving party are at follows: Name and Street Address: Hallandale Park Central Development, L.L.C. State of Florida limited liability company 425 North Federal Highway Hallandale Park Central Development, L.L.C. State of Florida limited liability company 425 North Federal Highway Hallandale Florida 33009 Florida Document/Registration Number: L05000020181 PEI Number: 202493424 Page 1 of 3  LEOPOLD KORN/LEOPOLD & SNYDER, P.A. 2010 Birryns Straton, Smits 501, Amanas, R. 33110 Telephone 305-915-1500	Nez	ne and Street Address	Jurisdiction	<b>Entity</b>
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THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with the provisions of Chapter 608, Florida Statutes.

FOURTH: The merger is permitted 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.

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

SIXTH: The Articles of Mergor comply and were executed in accordance with the laws of the State of Florida.

#### SEVENTH: SIGNATURES FOR EACH PARTY.

PALMETTO 301, L.L.C., a Florida limited liability company

By: SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, its Manager

HARRIS FRIEDMAN, Manager

405 FEDERAL, L.L.C., a Florida limited liability company

By: SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, its Manager

HARRIS FRIEDMAN, Manager

HALLANDIALE PARK CENTRAL DEVELOPMENT, L.L.C., a Florida limited liability company

LOUIS BIRDMAN, Manager

Page 2 of 3

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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 the provisions of Section 608.4381, Florida Statutes, is being submitted in accordance with the provisions of Section 608.438, Florida Statutes.

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

Name

Jurisdiction

PALMETTO 301, L.L.C.

State of Florida

405 FEDERAL, L.L.C.

State of Florida

HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C.

State of Florida

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

HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C.

State of Florida

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

PALMETTO 301, L.L.C. and 405 FEDERAL, L.L.C. and HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C. are hereby merged and the surviving entity shall be HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C. All assets of these three (3) limited liability companies shall be deemed to be owned by HALLANDALE PARK CENTRAL DEVELOPMENT, L.L.C.

FOURTH: The name and address of the Manager of the surviving entity is:

LOUIS BIRDMAN

425 North Federal Highway

Hallandalo, Florida 33009

SECRETARY OF STATE DIVISION OF CORPORATION

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LEOPOLD KORN LEOPOLD & SNYDER, P.A. 1980 Sinceyne Bowhward, Salto 501, Avantura, FL 33130 Telephone: 305-935-1300

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