

From: FAXmaker To: Division of Corporations Page: 1/4 Date: 10/19/2006 11:40:14 AM  
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# L05000020181

Florida Department of State  
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Account Name : LEOPOLD KORN & LEOPOLD, P.A.  
Account Number : I20010000025  
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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.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity</u>
1. <u>Palmetto 301, L.L.C.</u> <u>425 North Federal Highway</u> <u>Hallandale, Florida 33009</u> Florida Document/Registration Number: <u>105000001481</u> FEI Number: <u>202118972</u>	<u>State of Florida</u>	<u>limited liability company</u>
2. <u>405 Federal, L.L.C.</u> <u>425 North Federal Highway</u> <u>Hallandale, Florida 33009</u> Florida Document/Registration Number: <u>105000006232</u> FEI Number: <u>202214049</u>	<u>State of Florida</u>	<u>limited liability company</u>
3. <u>Hallandale Park Central Development, L.L.C.</u> <u>425 North Federal Highway</u> <u>Hallandale, Florida 33009</u> Florida Document/Registration Number: <u>105000020181</u> FEI Number: <u>202493424</u>	<u>State of Florida</u>	<u>limited liability company</u>

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

Name and Street Address:  
Hallandale Park Central Development, L.L.C. State of Florida limited liability company  
425 North Federal Highway  
Hallandale, Florida 33009  
Florida Document/Registration Number: 105000020181  
FEI Number: 202493424

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LEOPOLD KORN LEOPOLD & SNYDER, P.A.  
20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-913-3500

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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.

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

**SIXTH:** The Articles of Merger 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**

By:   
**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**

By:   
**HARRIS FRIEDMAN, Manager**

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

By:   
**LOUIS BIRDMAN, Manager**

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LEOPOLD KORN LEOPOLD & SNYDER, P.A.  
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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:

<u>Name</u>	<u>Jurisdiction</u>
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
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**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  
Hallandale, Florida 33009

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