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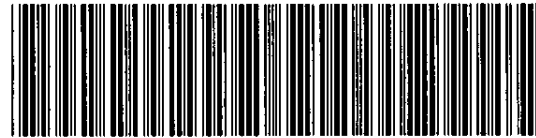
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TALLAHASSEE, FLORIDA

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11 JUN -3 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD

JUN -3 2011

EXAMINER

SCANNED

ARTICLES OF MERGER/ CERTIFICATE OF MERGER
OF

UNIVERSITY LOFTS MANAGER, LLC
(a Florida limited liability company)

WITH AND INTO

UNIVERSITY LOFTS, LLC
(a Florida limited liability company)

FILED
11 JUN -3 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608, Florida Statutes, University Lofts Manager, LLC, a Florida limited liability company (the "Disappearing Entity") and University Lofts, LLC, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of September 1, 2010, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the date of filing of these Articles of Merger.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the members of the Surviving Entity by written consent effective as of September __, 2010, and approved by the members of the Disappearing Entity by written consent effective as of September __, 2010. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity are amended by deleting Article I in its entirety and inserting the following section in its place:

"ARTICLE 10 - management

The names and addresses of the Managing Members of the limited liability company are:

Christine Leoni

4116 North Adams Street

Tallahassee, FL 32301

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

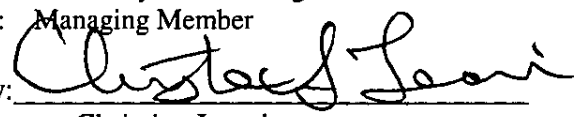
DISAPPEARING ENTITY:

University Lofts Manager, LLC, a
Florida limited liability company

By: 
Name: Christine Leoni
Its: Managing Member

SURVIVING ENTITY:

University Lofts, LLC, a
Florida limited liability company

By: University Lofts Manager
Its: Managing Member
By: 
Name: Christine Leoni
Its: Managing Member

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of September 1, 2010, is by and between **University Lofts Manager, LLC**, a Florida limited liability company (the "Disappearing Entity") and **University Lofts, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the members of the Disappearing Entity and the members of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Sections 608.438 through 608.4383, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time; provided, however, that the Articles of Organization of the Surviving Entity will be amended at the Effective Time to change the name of the Managing Member to Christine Leoni

4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

6. By virtue of the Merger and without any action on the part of the Constituent Entities, the any membership interests held in the Disappearing Entity by any party whatsoever shall be cancelled.

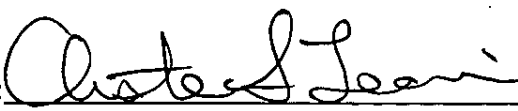
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

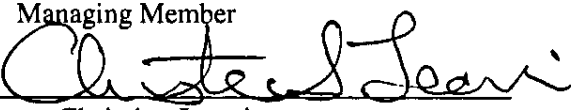
University Lofts Manager, LLC, a
Florida limited liability company

By: 
Name: Christine Leoni
Its: Managing Member

SURVIVING ENTITY:

University Lofts, LLC, a
Florida limited liability company

By: University Lofts Manager
Its: Managing Member

By: 
Name: Christine Leoni
Its: Managing Member