

JUL-31-07 01:40PM FROM: AKERMAN SENTERFITT

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0380

From: Rosa Wong, Paralegal

Account Name : AKERMAN SENTERFITT (MIAMI)
Account Number : 075471001353
Phone : (305) 374-5600
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MERGER OR SHARE EXCHANGE

MINTO BUILDERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes, as of the 31st day of July, 2007.

FIRST: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

MINTO MANAGEMENT SERVICES, LLC, a Florida limited liability company

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: L05000074028

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

MINTO BUILDERS, LLC, a Florida limited liability company

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: L05000074055

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 608.438, Florida Statutes, and was approved by each of Minto Builders, LLC and Minto Management Services, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

[Signatures on next page.]

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

MERGING ENTITY:

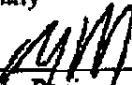
MINTO MANAGEMENT SERVICES, LLC, a
Florida limited liability company


By: 
Name: Harry L. Posin
Title: President

By: 
Name: Rudy Kameka
Title: Vice President

SURVIVING ENTITY:

MINTO BUILDERS, LLC, a Florida limited
liability company

By: 
Name: Harry L. Posin
Title: President

By: 
Name: Rudy Kameka
Title: Vice President

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Exhibit A
Agreement and Plan of Merger

See attachment.

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is executed, adopted and approved as of July 31, 2007 between MINTO MANAGEMENT SERVICES, LLC, a Florida limited liability company (sometimes hereinafter defined as the "Merging Entity"), and MINTO BUILDERS, LLC, a Florida limited liability company (sometimes hereinafter defined as the "Surviving Entity").

WHEREAS, all of the managers and the sole member of the Merging Entity and all of the managers and the sole member of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

The Merger

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

ARTICLE II

The Surviving Company

At the Effective Time, the Articles of Organization of the Surviving Entity ("Articles of Organization"), as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity ("Operating Agreement"), shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

At the Effective Time, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

ARTICLE III

Manner and Basis of Converting Membership Units

At the Effective Time, (i) all of the outstanding membership units of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional units or membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all

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of the outstanding membership units of the Surviving Entity shall remain outstanding, and the current sole member of the Surviving Entity shall continue to own the same number of units or membership interests of the Surviving Entity as immediately prior to the Effective Time.

ARTICLE IV

Approval

The Merger contemplated by this Plan has previously been submitted to and approved by the respective members and managers of the Merging Entity and the Surviving Entity. The proper managers and members of the Merging Entity and the Surviving Entity shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan.

ARTICLE V

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE VI

Effective Time

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of the Certificate of Merger with the Department of State of the State of Florida, with respect to the Merger.

[Signatures on following page.]

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IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger as of the date first above written.

MERGING ENTITY:

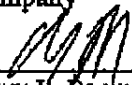
MINTO MANAGEMENT SERVICES, LLC, a
Florida limited liability company


By: 
Name: Harry L. Posin
Title: President

By: 
Name: Rudy Kameka
Title: Vice President

SURVIVING ENTITY:

MINTO BUILDERS, LLC, a Florida limited
liability company

By: 
Name: Harry L. Posin
Title: President

By: 
Name: Rudy Kameka
Title: Vice President

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