

FEB-23-06 02:28PM

RCM-AKERMAN SENTERFITT & EIDSON

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Florida Department of State
Division of Corporations
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From: Rosa Wang, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

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MERGER OR SHARE EXCHANGE

MINTO TOWNPARK, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$115.75

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

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

HORIZONS ACQUISITION 4, LLC, a Florida limited liability company
Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073
Document #: L02000024628

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

MINTO TOWNPARK, LLC, a Florida limited liability company
Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073
Document #: L05000074119

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 Horizons Acquisition 4, LLC and MintoTownPark, 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 23 day of February, 2006

MERGING ENTITY:

HORIZONS ACQUISITION 4, LLC

By: [Signature]
Name: Philippe Tournice
Title: SVP
By: [Signature]
Name: Michael Greenberg
Title: President

SURVIVING ENTITY:

MINTO TOWNPARK, LLC

By: [Signature]
Name: Philippe Tournice
Title: SVP
By: [Signature]
Name: Michael Greenberg
Title: President

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Exhibit A
Agreement and Plan of Merger

See attachment.

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PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of February 2006 between **HORIZONS ACQUISITION 4, LLC**, a Florida limited liability company (sometimes hereinafter defined as the "Merging Entity"), and **MINTO TOWNPARK, LLC**, a Florida limited liability company (sometimes hereinafter defined as the "Surviving Entity").

RECITALS

The board of managers and sole member of the Merging Entity and the board of managers and 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.

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 Interests

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

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of membership interest of the Surviving Entity as the sole member did prior to the Effective Time.

ARTICLE IV

Approval

The Merger contemplated by this Plan of Merger 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 of Merger.

ARTICLE V

Effect of Merger

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

ARTICLE VI

Effective Time

As used in this Plan of Merger, 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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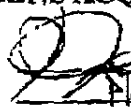
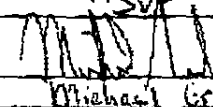
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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of the 23 day of February, 2006.


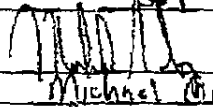
MERGING ENTITY:

HORIZONS ACQUISITION 4, LLC

By: 
Name: Philippe Jeanice
Title: SVP
By: 
Name: Michael Greenberg
Title: President

SURVIVING ENTITY:

MINTO TOWNPARK, LLC

By: 
Name: Philippe Jeanice
Title: SVP
By: 
Name: Michael Greenberg
Title: President

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