

15-0111

10/17/2006

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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 entity type of the merging entity is as follows:

**TRADITION ACQUISITION 10, LLC**, a Florida limited liability company  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: L06000090707

**SECOND:** The exact name, street address of its principal office, jurisdiction of organization, and entity 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 Tradition Acquisition 10, LLC and Minto TownPark, 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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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 17<sup>th</sup> day of October, 2006

**MERGING ENTITY:**

**TRADITION ACQUISITION 10, LLC**

By: [Signature]  
Name: Philippe Jeanisse  
Title: SVP

By: [Signature]  
Name: Harry Posin  
Title: President

**SURVIVING ENTITY:**

**MINTO TOWNPARK, LLC**

By: [Signature]  
Name: Harry Posin  
Title: President

By: [Signature]  
Name: Philippe Jeanisse  
Title: SVP

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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 October 17<sup>th</sup>, 2006 between TRADITION ACQUISITION 10, 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 interests 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 of the outstanding units or membership interests of the Surviving Entity shall remain outstanding, and the current sole member of the Surviving Entity shall continue to own the same.

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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 Plan of Merger  
as of the date first above written.

MERGING ENTITY:

**TRADITION ACQUISITION 10, LLC**

By: [Signature]  
Name: Philippe Tournisse  
Title: SVP

By: [Signature]  
Name: Harry Posin  
Title: President

SURVIVING ENTITY:

**MINTO TOWNPARK, LLC**

By: [Signature]  
Name: Harry Posin  
Title: President

By: [Signature]  
Name: Philippe Tournisse  
Title: SVP

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