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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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A96-2261

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TO: Registration Section
Division of Corporations

FILED

SUBJECT: Merger Agreement

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stacey Swindle
(Name of Person)

Secure Title LLC
(Firm/Company)

1516 E. Colonial Dr #105
(Address)

Orlando FL 32803
(City/State and Zip Code)

For further information concerning this matter, please call:

Stacey Swindle at (321) 206-1610
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Record & Return to:
Secure Title LLC
1516 E. Colonial Dr #105
Orlando, FL 32803

Prepared by:
Robert A. Feingold,
Attorney
Ruden, McClosky
200 E. Broward Blvd.
Ft. Lauderdale, FL 33301

ARTICLES OF MERGER

OF

WALDENGREEN ASSOCIATES, LTD.
(a Florida limited partnership)

AND

PYC DEVELOPMENT ONE, LLC
(a Florida limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.2108 of the Florida Revised Uniform Limited Partnership Act (the "Act") and the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA") these Articles of Merger provide that:

- I. Waldengreen Associates, Ltd., a Florida limited partnership ("Partnership") shall be merged with and into PYC Development One, LLC, a Florida limited liability company ("Surviving Entity"), which shall be the surviving entity.
- II. The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.
- III. The Plan of Merger attached hereto as Exhibit A meets the requirements of the Act and of the FLLCA.
- IV. The Plan of Merger was approved by the partners of Partnership by joint written consent dated August 19, 2005, pursuant to the Act.
- V. The Plan of Merger was approved by the members and Managers of the Surviving Entity by joint written consent dated August 19, 2005, pursuant to the FLLCA.
- VI. The Articles of Organization of the Surviving Entity are not to be amended or changed by the merger.
- VII. The address of the principle place of business of Surviving Entity is: 4555 West Irlo Bronson Highway, Kissimmee, Florida 32746.
- VIII. The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Partnership and Surviving Entity by their authorized representatives as of September 23, 2005.

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WALDENGREEN ASSOCIATES, LTD.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: Southern Properties Fund III, Inc. a
Florida corporation, its general
partner

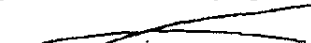
By: 
Name: Michael D. Wohl

Title: President

Date: September 21, 2005

PYC DEVELOPMENT ONE, LLC, a
Florida limited liability company

By: Main Street USA, Inc., a Florida
corporation, its Managing Member

By: 
Name: Aileen Hussain

Title: Manager

Date: 9/21/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**PLAN OF MERGER****OF****WALDENGREEN ASSOCIATES, LTD.**
(a Florida limited partnership)**AND****PYC DEVELOPMENT ONE, LLC**
(a Florida limited liability company)**I. THE PARTIES**

The names of the entities planning to merge are WALDENGREEN ASSOCIATES, LTD., a Florida limited partnership ("Partnership") and PYC DEVELOPMENT ONE, LLC, a Florida limited liability company ("LLC"). PYC DEVELOPMENT ONE, LLC shall be the surviving entity ("Surviving Entity").

II. TERMS AND CONDITIONS OF MERGER

- (a) Partnership will be merged with and into Surviving Entity (the "Merger").
- (b) The Articles of Organization of Surviving Entity are not to be amended or changed by the Merger.

III. MANNER AND BASIS OF CONVERTING PARTNERSHIP INTERESTS

On the Effective Date (as hereinafter defined) of the Merger, the Partnership will be merged with and into Surviving Entity, whereupon the separate limited partnership existence of Partnership will cease and Surviving Entity will be the surviving entity. From and after the Effective Date, except as otherwise agreed in writing between the Surviving Entity and the partners of the Partnership, Surviving Entity will possess all the rights privileges and powers and will assume all of the liabilities, obligations and duties of Partnership. All of the partnership interest in the Partnership shall be terminated as of the Merger and the ownership of membership interests of the members of the Surviving Entity shall not be affected by the Merger. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date: (i) all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to Partnership shall continue to be held or shall be taken and deemed to be transferred to, and vested in Surviving Entity, without further act or deed, and (ii) all of the debts, liabilities, duties and obligations of Partnership shall continue to be or shall become the debts, liabilities, duties and obligations of Surviving Entity without further act or deed, and neither the

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SECURE TITLE LLC

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rights of creditors nor any liens upon the property of Partnership shall be impaired by the Merger.

IV. EFFECTIVE DATE

The Merger shall become effective as of the date the Articles of Merger of Partnership and Surviving Entity are filed with the Florida Department of State (the "Effective Date").

V. MANAGEMENT OF SURVIVING ENTITY

The name and address of the managers of the Surviving Entity are as follows:

Ahmed Hassan
4555 W 192
Kissimmee FL 34746

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