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(Requestor's Name)

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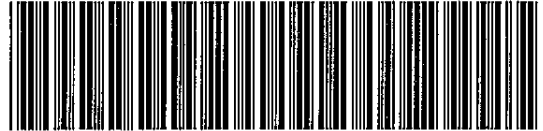
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**CT Corporation System**1203 Governors Square Blvd., Suite 101  
Tallahassee, FL 32301

850-222-1092

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jupier Commercial Properties (Survivor)

**\*\*Articles of Merger\*\*****FILED**  
05 NOV 17 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/>
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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3 Certified Copies of the filing		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/17/2005

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**FILE FIFTH!!**

Order#: 6500995 SO

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
CENTER PARK ASSOCIATES, LLC,  
a Florida limited liability company  
and  
INDIANTOWN ASSOCIATES, LLC,  
a Florida limited liability company  
INTO  
JUPITER COMMERCIAL PROPERTIES, LLC  
a Delaware limited liability company**

**FILED**  
05 NOV 17 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In accordance with Section 608.4382 Florida Statutes, Jupiter Commercial Properties, LLC, a Delaware limited liability company, as the surviving entity in the merger, hereby delivers these Articles of Merger as of the 17<sup>th</sup> day of November, 2005:

1. A true, correct and complete copy of the Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.
2. The Plan of Merger was approved by each of Center Park Associates, LLC, a Florida limited liability company, and Indiantown Associates, LLC, a Florida limited liability company, in accordance with the applicable provisions of Florida law.
3. The Plan of Merger was approved by Jupiter Commercial Properties, LLC, a Delaware limited liability company, in accordance with the laws of the State of Delaware.
4. The surviving entity is Jupiter Commercial Properties, LLC, a Delaware limited liability company. The address of the surviving entity's principal place of business is 1015 Financial Center, Birmingham, Alabama 35203.
5. The surviving entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting members of each limited liability company that is a party to the merger.
6. The surviving entity hereby agrees to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statutes Section 608.4384.
7. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.
8. The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first above written.

JUPITER COMMERCIAL PROPERTIES, LLC,  
a Delaware limited liability company

By: Indiantown Associates, LLC  
Its Member

By: CP Florida Associates, Ltd.  
Its Member

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its Member

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: Center Park Associates, LLC  
Its Member

By: CP Florida Associates, Ltd.  
Its Member

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its Member

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

CENTER PARK ASSOCIATES, LLC,  
a Florida limited liability company

By: CP Florida Associates, Ltd.  
Its Member

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its Member

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

INDIANTOWN ASSOCIATES, LLC,  
a Florida limited liability company

By: CP Florida Associates, Ltd.  
Its Member

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its Member

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

**AGREEMENT AND  
PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER, dated as of November 17, 2005 (this "Plan"), by and among Jupiter Commercial Properties, LLC, a Delaware limited liability company ("Jupiter"), Center Park Associates, LLC, a Florida limited liability company ("Center Park"), and Indiantown Associates, LLC, a Florida limited liability company ("Indiantown"),

**WITNESSETH:**

WHEREAS, the Jupiter desires to succeed to the properties and other assets, and to assume all of the liabilities and obligations, of Center Park and Indiantown by means of a merger of Center Park and Indiantown with and into Jupiter; and

WHEREAS, the Delaware Limited Liability Company Act (the "Delaware Act"), and the Florida Limited Liability Company Act (the "Florida Act"), authorize the merger of Center Park and Indiantown with and into Jupiter; and

WHEREAS, Center Park, Indiantown and Jupiter now desire to merge (the "Merger"), following which Jupiter shall be the surviving entity; and

NOW, THEREFORE, the parties hereto agree as follows:

**ARTICLE I.**

**MERGER; CAPITALIZATION;  
CONVERSION OF INTERESTS**

**1.1    The Merger.**

(a) On November 17, 2005, after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger as Center Park, Indiantown and Jupiter shall determine, Center Park and Indiantown shall merge with Jupiter, with Jupiter being the surviving entity in the Merger. Center Park, Indiantown and Jupiter shall execute and file Articles of Merger with the Florida Department of State ("Florida Articles of Merger") and make all other filings or recordings required by Florida law in connection with the Merger. Jupiter shall file a Certificate of Merger with the Secretary of State of the State of Delaware ("Delaware Certificate of Merger") and make all other filings or recordings required by Delaware law in connection with the Merger. The Merger shall become effective at such time as is specified in the Florida Certificate of Merger and the Delaware Certificate of Merger, or if no such time is specified therein, at such time as provided by applicable law (the "Effective Time").

(b) At the Effective Time, Center Park and Indiantown shall be merged with Jupiter, whereupon the separate existence of Center Park and Indiantown shall cease, and Jupiter shall continue in existence as the surviving entity (the "Surviving Entity"), and without further transfer, shall succeed to and possess all of the rights, privileges and powers of Center Park and Indiantown, and all of the assets and property of whatever kind and character of Center Park and Indiantown shall vest in the LLC without further act or deed; thereafter, Jupiter,

as the Surviving Entity, shall be liable for all of the liabilities and obligations of Center Park and Indiantown, and any claim or judgment against Center Park and Indiantown may be enforced against Jupiter as the Surviving Entity, in accordance with the Delaware Act and the Florida Act.

1.2 Capitalization. Immediately prior to the Effective Time:

- (a) Indiantown has a 35.7% membership interest in Jupiter;
- (b) The members of Indiantown are CP Florida Associates, Ltd., a Florida limited partnership, which has a 98% membership interest in Indiantown, and HEM Florida Property Investors, Inc., a Florida corporation, which has a 2% membership interest in Indiantown;
- (c) Center Park has a 64.3% membership interest in Jupiter; and
- (d) The members of Center Park are CP Florida Associates, Ltd., a Florida limited partnership, which has a 98% membership interest in Center Park, and HEM Florida Property Investors, Inc., a Florida corporation, which has a 2% membership interest in Center Park.

1.3 Manner of Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of any constituent entity to the Merger, (i) the membership interests of Indiantown and Center Park in Jupiter shall be terminated, (ii) CP Florida Associates, Ltd. shall have a 98% membership interest in Jupiter, and (iii) HEM Florida Property Investors, Inc. shall have a 2% membership interest in Jupiter.

**ARTICLE II.  
GOVERNING LAW; ORGANIZATIONAL DOCUMENTS**

2.1 Governing Law. Jupiter, as the Surviving Entity, shall be governed by the laws of the State of Delaware.

2.2 Certificate of Formation. The Certificate of Formation of Jupiter as in effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Entity from and after the Effective Time, subject to any amendments which may be adopted from time to time in accordance with applicable law.

**ARTICLE III.  
MEMBERS AND MANAGER OF SURVIVING ENTITY**

From and after the Effective Time, and until their successors shall be admitted as members of Jupiter, CP Florida Associates, Ltd. and HEM Florida Property Investors, Inc. shall be the members of the LLC. From and after the Effective Time, the name and business address of the Manager of Jupiter shall be Alan Z. Engel, 1015 Financial Center, Birmingham, Alabama 35203, respectively.

#### **ARTICLE IV. TERMINATION**

This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time, whether before or after approval of this Agreement by resolution of the members of Jupiter if any circumstances develop which in the opinion of such members make proceeding with the Merger inadvisable. In the event of such termination and abandonment, this Plan shall become void and have no effect, without any liability on the part of Indiantown, Center Park, Jupiter or any members thereof.

#### **ARTICLE V. FURTHER ACTION**

If at any time Jupiter shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perform or confirm of record in the Surviving Entity the title to any property or right of Indiantown or Center Park, or otherwise to carry out the provisions hereof, the proper representatives of Indiantown or Center Park as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving Entity, and otherwise to carry out the provisions hereof.

#### **ARTICLE VI. MISCELLANEOUS PROVISIONS**

6.1 Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Florida except to the extent the Delaware Act shall otherwise apply.

6.2 Successors and Assigns. This Plan and all of the provisions hereof shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.

6.3 Counterparts. This Plan may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

6.4 Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

6.5 Entire Agreement. This Plan, including the other documents referred to herein which form a part hereof, contains the entire understanding of the parties hereto with respect to the subject matter contained herein. There are no restrictions, promises, warranties, covenants, or undertakings, other than those expressly set forth herein. This Plan supersedes all prior agreements and understandings, whether oral or written, between the parties with respect to such subject matter.

[Signatures on the following pages]



IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed on the date first above written.

JUPITER COMMERCIAL PROPERTIES, LLC

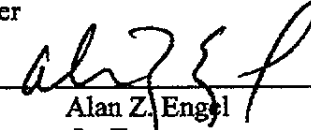
By Indiantown Associates, LLC  
Its Member

By CP Florida Associates, Ltd.  
Its Member

By HEM Florida Property Investors, Inc.  
Its General Partner

By   
Alan Z. Engel  
Its Treasurer


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Its Member

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Alan Z. Engel  
Its Treasurer


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Its Member

By CP Florida Associates, Ltd.  
Its Member

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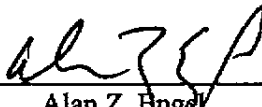
By HEM Florida Property Investors, Inc.  
Its Member

By   
Alan Z. Engel  
Its Treasurer


INDIANTOWN ASSOCIATES, LLC

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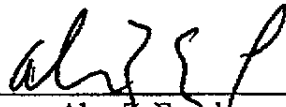
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Its Member

By:   
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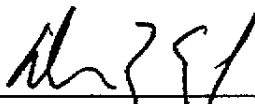
CENTER PARK ASSOCIATES, LLC

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