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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 833788 82866A

AUTHORIZATION

COST LIMIT \$ ~~400.00~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 2006

ORDER TIME : 9:43 AM

ORDER NO. : 833788-005

CUSTOMER NO: 82866A

10750

ARTICLES OF MERGER

PARADISE SHOPPES AT APPOLO
BEACH, LTD.

INTO

PARADISE SHOPPES AT APOLLO
BEACH, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jamela Fordyce

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with Florida Statutes Section 608.4382.

1. The name, jurisdiction, principal address and Florida document number of the merging limited partnership is:

Paradise Shoppes at Apollo Beach, Ltd., a Florida limited partnership
500 South Florida Avenue, Suite 700
Lakeland, Florida 33801

Florida Document Number: A03000000410

2. The name, jurisdiction, principal address and Florida document number of the surviving limited liability company is:

Paradise Shoppes at Apollo Beach, LLC, a Florida limited liability company
500 South Florida Avenue, Suite 700
Lakeland, Florida 33801

Florida Document Number: L05000113406


3. The attached Plan of Merger meets the requirements of Florida Statutes Section 608.438 and 620.2106, and was approved by each company that is a party to the merger in accordance with Chapter 608 and Chapter 620 of the Florida Statutes.
4. All of the current partners of the merging limited partnership and all of the current members of the surviving limited liability company have consented to this merger.
5. The merger is not prohibited by the partnership agreement, certificate of limited partnership, operating agreement or articles of organization of either entity that is a party to the merger.
6. The merger shall be effective the 15th day of November, 2005.

Merging Company:
Paradise Shoppes at Apollo Beach, Ltd.,
a Florida limited partnership

Surviving Company:
Paradise Shoppes at Apollo Beach, LLC,
a Florida limited liability company

By: Odyssey DP II Management, Inc.,
a Florida corporation

By: 
Lawrence T. Maxwell, its President

By: 
Lawrence T. Maxwell, as an authorized
representative of the sole member

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following is a Plan of Merger dated this 15th day of November, 2005, by and between Paradise Shoppes at Apollo Beach, Ltd., a Florida limited partnership ("Merging Company") and Paradise Shoppes at Apollo Beach, LLC, a Florida limited liability company ("Surviving Company").

1. Merging Company. The name and jurisdiction of the sole merging partnership is Paradise Shoppes at Apollo Beach, Ltd., a Florida limited partnership (Document Number A03000000410).

2. Surviving Company. The name and jurisdiction of the surviving company is Paradise Shoppes at Apollo Beach, LLC, a Florida limited liability company (Document Number L05000113406).

3. Merger. The Merging Company shall be merged with and into the Surviving Company. The separate existence of the Merging Company shall cease, and both the Merging and Surviving Companies shall become a single Company which shall be the Surviving Company. The title to all real estate and other property owned by the Merging Company and the Surviving Company shall be vested in the Surviving Company without reversion or impairment, and without further act or deed. The Surviving Company shall assume all liabilities and obligations of the Merging Company and the Surviving Company as of the merger. Any proceeding pending against the Merging Company or the Surviving Company may be continued as if the merger did not occur, or the Surviving Company may be substituted in the proceeding for the Merging Company. The closing of this merger shall take place as soon as is practicable. At the time of closing, the Surviving Company and the Merging Company shall cause the Certificate of Merger to be filed. From time to time after the closing, the parties shall execute and deliver such other documents and take such other actions as may reasonably be required to accomplish the merger.

4. Conversion of Interests. All of the partnership interests in and to the Merging Company are owned directly or indirectly by the sole member of the surviving company, including, without limitation, all of the ownership interests in and to the Merging Company's General Partner. As no change in ownership will actually occur as a result of this merger, no ownership interests will be required to be issued as a result of this merger. However, as a result of this merger, the general partner of the Merging Company shall be deemed and treated as having distributed all of its ownership interest in and to the Merging Company to its sole shareholder.

5. Corporate Incidents.

(a) Articles of Organization. The Articles of Organization of the Surviving Company, as in effect immediately prior to the merger, shall be the Articles of Organization of the Surviving Company following this merger.

(b) Operating Agreement. The Operating Agreement of the Surviving Company, as in effect immediately prior to the merger, shall be the Operating Agreement of the Surviving Company following this merger.

(c) Manager. The Manager of the Surviving Company shall be the Manager of the Surviving Company after the merger with the Merging Company.

6. Representations and Warranties of the Merging Company. The Merging Company is a limited partnership duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

7. Representations and Warranties of the Surviving Company. The Surviving Company is a limited liability company duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted.