

L05000120264

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MERGER OR SHARE EXCHANGE

SPRINGWOOD PROPERTIES, LLC

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PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with section(s) 608.4381 and 620.202, is being submitted in accordance with section(s) 608.438 and 620.201, Florida Statutes.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

Name and Street Address	Jurisdiction	Entity Type
Springwood Properties, LLC 8275 SW 86 th Terrace Miami, FL 33143	Florida	profit limited liability company
Florida Document/Registration Number: L05000120264		FEI Number: 59-2239733

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Springwood Associates, Ltd. 8275 SW 86 th Terrace Miami, FL 33143	Florida	limited partnership
Florida Document/Registration Number: A13268		FEI Number: 59-2239733

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

DEC-19-05 MON 01:28 PM FIELDSTONE LESTER

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DEC-15-05 THU 05:26 PM FIELDSTONE LESTER

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Date: 12/19/2005 8:08:17 PM
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The Plan of Merger was adopted by the members of the surviving company on December 16, 2005.

SIXTH: Adoption of Merger by the Merging Partnership:

The Plan of Merger was approved by all the partners of the Merging Partnership on December 16, 2005.

SEVENTH: SIGNATURE(S):

Date: December 16, 2005.

Springwood Properties, LLC

By:

Name: Walter B. Gonzalez

Title:

Springwood Associates, Ltd.

By: Calycanto, LLC, a Florida limited liability company, general partner

By:

Name: Walter B. Gonzalez

Title:

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**ARTICLES OF MERGER
OF
SPRINGWOOD PROPERTIES, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
SPRINGWOOD ASSOCIATES, LTD.
(TERMINATING DOMESTIC LIMITED PARTNERSHIP)**

The following articles of merger are being submitted in accordance with section(s) 608.4382 and 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Springwood Properties, LLC 8275 SW 86 th Terrace Miami, FL 33134	Florida	profit limited liability company

Florida Document/Registration Number: L05000120264

FBI Number:
2239733

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Springwood Associates, Ltd. 8275 SW 86 th Terrace Miami, FL 33134	Florida	limited partnership

Florida Document/Registration Number: A13268

FBI Number: 59-2239733

THIRD: The Plan of Merger meets the requirements of section(s) 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and general partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by the Surviving Company:

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From: 3162710025 Page: 5/5

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All liabilities of the merging partnership shall become the responsibility of the surviving company.

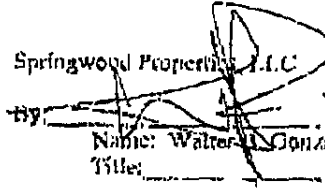
FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued partnership interest of the merging (terminating) partnership shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each sold share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

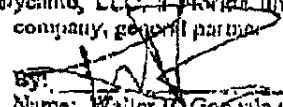
Walter H. Gonzalez
8275 SW 86th Terrace
Miami, FL 33143

Springwood Properties, LLC

By: 
Name: Walter H. Gonzalez
Title:

Springwood Associates, Ltd.

By: Colycanto, LLC - a Florida limited liability company, general partner

By: 
Name: Walter H. Gonzalez
Title:

VALIDATED BY: [Signature] Gonzalez, Walter H. [Signature] Springwood Properties, LLC LTD PA/1/1/05

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TALLAHASSEE, FLORIDA