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NO. 322 P. 1

**LO60000045756**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**ADVENIR@GRAND CYPRESS GP, LLC**

Certificate of Status	0
Certified Copy	1
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September 15, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CSC

SUBJECT: ADVENIR GRAND CYPRESS GP, LLC  
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FAX Aud. #: H06000228431  
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**CERTIFICATE AND PLAN OF MERGER  
OF  
ADVENIR@GRAND CYPRESS GP, LLC,  
a Florida limited liability company,**

**WITH AND INTO**

**ADVENIR@GRAND CYPRESS GP, LLC,  
a Delaware limited liability company**

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The undersigned corporations do hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

**NAME**

**STATE OF INCORPORATION**

Advenir@Grand Cypress GP, LLC

Florida

CD-45756

Advenir@Grand Cypress GP, LLC

Delaware

2. That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 6, 2006, between the parties to the Merger has been approved and adopted, by the directors and the shareholders of each of the Constituent Corporations.

3. The surviving corporation of the Merger is Advenir@Grand Cypress GP, LLC, a Delaware limited liability company (the "Surviving Corporation"), whose address is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

4. As of the date prior to the Merger, Advenir, Inc., a Florida corporation, is the sole member of each of the Constituent Corporations and will be sole member of the Surviving Corporation on the effective date of the Merger.

5. The Merger Agreement is on file at the principal place of business of Advenir@Grand Cypress GP, LLC, 17501 Biscayne Boulevard, Suite 300, Aventura, Florida 33160, and will be furnished on request without cost to any equity holder of either of the Constituent Corporations which are parties hereto.

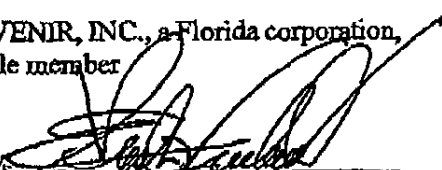
*[Signatures Begin On Following Page]*

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**IN WITNESS WHEREOF**, the undersigned have executed this Certificate and Plan of Merger as of September 6, 2006.

**ADVENIR@GRAND CYPRESS GP, LLC,**  
a Florida limited liability company

BY: **ADVENIR, INC.**, a Florida corporation,  
sole member

By:   
Stephen L. Vechitto, President

**ADVENIR@GRAND CYPRESS GP, LLC,**  
a Delaware limited liability company

BY: **ADVENIR, INC.**, a Florida corporation,  
sole member

By:   
Stephen L. Vechitto, President

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