

Apr-18-2007 02:49pm From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER &amp; RUSSELL, P.A.

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T-583 P. 304/007 P. 43

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Florida Department of State  
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Account Number : 076077000521  
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## MERGER OR SHARE EXCHANGE

Minto Henry Square, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$122.50

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### CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

**JPG HENRY LLC**, a Florida limited liability company  
Address: 221 W. Oakland Park Blvd., 3<sup>rd</sup> Floor  
Ft. Lauderdale, FL 33311  
Document #: L06000060416

**SECOND:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

**MINTO HENRY SQUARE, LLC**, a Florida limited liability company  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: L06000060483

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438, Florida Statutes, and was approved by each of JPG Henry, LLC and Minto Henry Square, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

*[Signatures on next page.]*

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 31 day of January, 2007

MERGING ENTITY:

JPG HENRY LLC, a Florida limited liability company

By: [Signature]  
Name: JOE MITCHELL  
Title: Manager

SURVIVING ENTITY:

MINTO HENRY SQUARE, LLC

By: [Signature]  
Name: Harold I. Rozin  
Title: President/Manager

By: [Signature]  
Name: Philippe Teneisso  
Title: Sr. Vice President/Manager

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Exhibit A  
Agreement and Plan of Merger

See attachment.

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**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 31 day of January, 2007 by MINTO HENRY SQUARE, LLC, a Florida limited liability company ("Minto"), and JPG HENRY, LLC, a Florida limited liability company ("JPG").

**RECITALS**

The managers and the sole member of Minto and the manager(s) and the sole member of JPG have determined that it is advisable and in the best interest of each of Minto and JPG that JPG be merged with and into Minto on the terms and subject to the conditions set forth herein (the "Merger").

**ARTICLE I****The Merger**

On the Effective Date (as defined in Article V hereof), JPG shall merge with and into Minto in accordance with the Florida Limited Liability Company Act and the separate existence of JPG shall cease and Minto shall thereafter continue as the surviving limited liability company (the "Surviving Company") under the laws of the State of Florida.

**ARTICLE II****The Surviving Company**

On the Effective Date, the Articles of Organization of Minto, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Company.

On the Effective Date, the Operating Agreement of Minto, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

On the Effective Date, the managers and officers of Minto shall be the managers and officers of the Surviving Company until their successors are elected and qualified, and management of the Surviving Company shall continue to be vested in such managers and officers.

**ARTICLE III****Cancellation of Membership Interests**

On the Effective Date, all issued and outstanding membership interests in JPG, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished for no consideration.

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#### ARTICLE IV

##### Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of JPG shall vest in the Surviving Company, and all liabilities and obligations of JPG shall become liabilities and obligations of the Surviving Company.

#### ARTICLE V

##### Effective Date

As used in this Agreement, the term "Effective Date" shall mean the time of filing of the Certificate of Merger with the Florida Department of State.

#### ARTICLE VI

##### Amendment, Modification and Termination; Counterparts

Any provision of this Plan may, subject to applicable law, be amended or waived prior to the Effective Date if, and only if, such amendment or waiver is in writing and signed by Minto and JPG. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

*[Signatures on next page.]*

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T-586 P.007/007 F-437

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

MINTO HENRY SQUARE, LLC, a Florida limited liability company

By: [Signature]  
Name: Harry L. Posin  
Title: President

By: [Signature]  
Name: Philippe Taanissac  
Title: Senior Vice President

JPG HENRY, LLC, a Florida limited liability company

By: [Signature]  
Name: Don Mitchell  
Title: Manager

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