

MAR. 2. 2007 10:57 AM MONS GREENBERG TRAUIG

NO. 279 IP, 21 of 1

Florida Department of State
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MERGER OR SHARE EXCHANGE

Shoppes at SilverIsles, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

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GREENBERG TRAURIG

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GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Florida Secretary of State
Company Division of Corporations
Fax Number (850) 205-0380
Phone Number
FROM Heather Irving
File Number 024805.043600
Comments

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: (((H07000056127 3)))

Attached please find Certificate of Merger of Shoppes at SilverIsles, LLC. Please also provide a Certified Copy of the Certificate with the filing confirmation, which must be filed today.

Date March 2, 2007
Time
No. Pages Including this cover sheet 5

Please notify us immediately if not received properly at 407-420-1000.

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GREENBERG TRAURIG

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CERTIFICATE OF MERGER

FOR

FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 608.4382, Florida Statutes:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
The Shoppes at SilverIsles, Inc.	Florida	Corporation
Shoppes at SilverIsles, LLC	Florida	Limited liability company

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Shoppes at SilverIsles, LLC	Florida	Limited liability company

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THIRD: The Agreement and Plan of Merger attached hereto as Exhibit "A" was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable portions of Chapters 607 and/or 608, Florida Statutes.

FOURTH: The date the merger is effective under the governing laws of the surviving organization shall be the date and time of filing this Certificate of Merger with the Secretary of State of the State of Florida.

FIFTH: Signature(s) for Each Party:

THE SHOPPES AT SILVERISLES, INC., a Florida corporation

By: 

N. Maria Menendez, Vice President

SHOPPES AT SILVERISLES, LLC, a Florida limited liability company

By: 

N. Maria Menendez, Vice President

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Certificate of Merger

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 FLORIDA

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GREENBERG TRAURIG

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

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into effective as of March 2, 2007, by and between THE SHOPPES AT SILVERISLES, INC., a Florida corporation (hereinafter sometimes referred to as the "Merged Company"), and SHOPPES AT SILVERISLES, LLC, a Florida limited liability company (the "Surviving Company"). The Merged Company and the Surviving Company hereinafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the parties desire that the Merged Company merge into the Surviving Company in a manner which conforms to applicable laws of Florida; and

WHEREAS, the directors and the shareholders of the Merged Company and the members of the Surviving Company have, upon the terms and conditions stated herein, duly approved and authorized the Merger (as defined below).

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. Merger. At the Effective Time (as defined below), the Merged Company shall merge into the Surviving Company in accordance with the laws of the State of Florida (the "Merger").

2. Effective Date. The Merger shall be effective as of the date of the filing of a Certificate of Merger with the Secretary of State of Florida (the "Effective Time").

3. Rights of the Surviving Company. The Merger shall have the effects set forth in Section 608.4383 of the Florida Limited Liability Company Act, Sections 608.401, et seq. (the "Act").

4. Certificate of Formation, Limited Liability Company Agreement, Members of Surviving Company. Upon the Effective Time: (a) the Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Time shall continue as the Articles of Organization of the Surviving Company until thereafter amended or cancelled in the manner provided by law; (b) the Limited Liability Company Agreement of the Surviving Company as in effect immediately prior to the Effective Time shall continue as the Limited Liability Company Agreement of the Surviving Company until thereafter amended or terminated in the manner provided by law; and (c) the members of the Surviving Company shall remain the members of the Surviving Company.

5. Authorization. Prior to the Effective Time, each of the Constituent Entities shall take all such action (including, without limitation, obtaining the approval of this Agreement and the Merger by the respective shareholders, directors, managers and members, as applicable, of each of the Constituent Entities).

6. Limited Liability Company Interests. Upon the Effective Time, the outstanding stock of the Merged Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof. Upon the Effective Time, each then outstanding limited liability company interest in the Surviving Company shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to represent 100% of the outstanding limited liability company interests of the Surviving Company.

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7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first above written.

MERGED COMPANY

THE SHOPPES AT SILVERISLES, INC., a Florida corporation

By: 

N. Maria Menéndez, Vice President

SURVIVING COMPANY

SHOPPES AT SILVERISLES, LLC, a Florida limited liability company

By: 

N. Maria Menéndez, Vice President

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