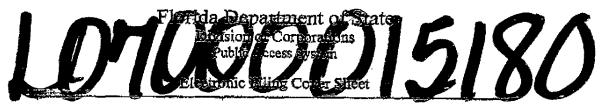
MAR. 2. 2007 C10: 57 AMORS GREENBERG TRAURIG

NO. 279 IP, 21 of 1



Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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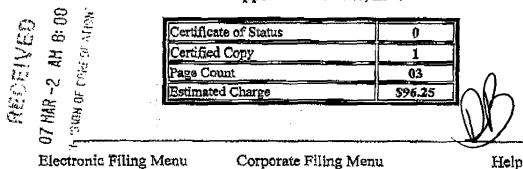
From:

ACCOUNT Name : GREENBERG TRAURIG (ORGANDO)

Account Number : 103731001374 Phone : (407)416-2435 Fax Number : (407)420-5909 97 MAR -2 AM 10: 10
SECRETARY OF STATE
TACH AHASSEE TO SIDE

MERGER OR SHARE EXCHANGE

Shoppes at SilverIsles, LLC



03/02/2007 11:05

MAR. 2. 2007 10:57AM

GREENBERG TRAURIG

NO. 279 P. 1



Transmittal Cover Sheet

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Florida Secretary of State

Company

Division of Corporations

Fax Number

(850) 205-0380

Phone Number

FROM

Heather Irving

File Number

024805.043600

Comments

Re: (((H070000561273)))

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

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

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you,

450 South Orange Avenue, Suite 958, Orlando, Florida 32801 (407) 420-1000 Fax (407) 420-5909

MAR. 2.2007 10:57AM

GREENBERG TRAURIG

NO. 279 P. 3

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CERTIFICATE OF MERGER

FOR

FLORIDA LIMITED LIABILITY COMPANY

The following Cartificate of Marger 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:

Jurisdiction Form/Entity Type Name Corporation P0200000443() Florida The Shopper at Silverisies, Inc. Florida Shoppes at Silverisles, LLC Limited liability company SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows: Form/Entity Type Jurisdiction Name Shoppes at SilverIsles, LLC Florida Limited Hability company The Agreement and Plan of Merger attached hereto as Exhibit "A" was approved by cachdomestic 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.

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.

Signature(s) for Each Party: FIFTH:

> THE SHOPPES AT SILVERISLES, INC., 2 Florida corporation

> SHOPPES AT SILVERISLES, LLC, a Florida limited

liability company

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GREENBERG TRAURIG

NO. 279 P. 4

(((H07000056127 3))) EXHIBIT "A"

ACREEMENT 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:

- 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 opion 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. <u>Authorization</u>. 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. <u>Ouverning Law.</u> This Agreement shall be governed and construed in accordance with the laws of the State of Florida.
- 10. <u>Headings</u>. 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. <u>Severability of Frovisions</u>. 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. <u>Counterparts.</u> 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

N. White Menendez, Vice President

SURVIVING COMPANY

SHOPPES AT SILVERISLES, LLC, a Florida limited

liability company

Ву

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