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DOOLEY & DRAKE, PA

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Florida Department of State
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MERGER OR SHARE EXCHANGE

SABAL PALM PRESERVE, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	10
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes:

SABAL PALM PRESERVE, L.L.C. and VENTERRA DEVELOPMENTS, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

1) The exact name, jurisdiction and street address of the surviving entity is: **SABAL PALM PRESERVE, L.L.C.**, a Florida limited liability company (Document #L07000017445), 4724 Tamworth Drive, Palm Harbor, Florida 34685.

2) The exact name, jurisdiction and street address of the merging corporation is: **VENTERRA DEVELOPMENTS, INC.**, a Florida corporation (Document #P04000118887), 4724 Tamworth Drive, Palm Harbor, Florida 34685.

3) The Plan of Merger is attached hereto and meets the requirements of Section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607, 617, 608 and/or 620, Florida Statutes.

4) The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

5) The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation, bylaws, regulations or articles of organization of any entity that is a party to the merger.

6) **SABAL PALM PRESERVE, L.L.C.**, adopted the Plan of Merger on April 2, 2007, by an unanimous written consent of the Members.

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P.03

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Roy Nicolucci, as Secretary of VENTERRA DEVELOPMENTS, INC., Florida Corporation, who is personally known to me ~~or~~ who has produced ~~as~~ identification this ~~day of~~ 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

(SEAL)

Notary Public

Print:

Commission No.

CELESTE IACOBELLI
N/A

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TALLAHASSEE FLORIDA

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DOOLEY & DRAKE, PA

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P.04

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Roy Nicolucci, as President of Ramstar Select Developments, Inc., a Florida corporation, as a Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification this day of 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so..

(SEAL)

Notary Public

Print:

Commission No.

Celeste Iacobelli
N/A

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Ettore Tatone, as President of Tatone Properties, Florida, Inc., a Florida corporation, as a Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification this day of 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so..

(SEAL)

Notary Public

Print:

Commission No.

Celeste Iacobelli
N/A

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Fausto Palombo, as President of VENTERRA DEVELOPMENTS, INC., Florida Corporation, who is personally known to me ~~or who has produced~~ as identification this day of 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

(SEAL)

Notary Public

Print:

Commission No.

Celeste Iacobelli
N/A

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P.05

AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
SABAL PALM PRESERVE, L.L.C.
AND
VENTERRA DEVELOPMENTS, INC.

This Agreement and Plan of Merger is entered into this 2nd day of April, 2007, by and among SABAL PALM PRESERVE, L.L.C., a Florida limited liability company ("SABAL PALM" or the "surviving entity") and VENTERRA DEVELOPMENTS, INC., a Florida corporation ("VENTERRA" or the "absorbed corporation").

RECITALS

A. All of the membership units of SABAL PALM and all of the shares of VENTERRA are currently held by the following Members in the following amounts:

<u>Name</u>	<u>Percentage of outstanding Units</u>
Aldana Properties Ltd.	27.2093%
Tatone Properties Florida, Inc.	27.2093%
Bayview-Wellington Homes (Aurora), Inc.	27.2093%
Ramstar Select Developments, Inc.	9.08976%
Lorma Consulting, Inc.	4.65117%
Brookmore Developments, LLC	4.65117%

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TALLAHASSEE FLORIDA

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B. The parties believe that it is in the best interests of SABAL PALM and VENTERRA to merge their separate businesses.

NOW THEREFORE, in consideration of the premises, and upon the terms and conditions hereinafter set forth, the parties agree as follows:

1) Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving entity shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

2) Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into units of the surviving entity is as follows:

Each share of the common stock of VENTERRA (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1)

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membership unit of SABAL PALM (surviving entity), which membership units of the surviving entity shall thereupon be issued and outstanding, provided, however, that so long as the percentage of outstanding membership units among the members of the surviving entity shall not be altered, then the additional membership units shall not be issued and the number of membership units issued and the percentage of outstanding membership units as indicated above shall not be altered.

3) Changes in Articles of Organization. The articles of organization of the surviving entity shall continue to be its articles of organization following the effective date of the merger.

4) Changes in Operating Agreement. The operating agreement of the surviving entity shall continue to be its operating agreement following the effective date of the merger.

5) Members and Managers. The members and managers of the surviving entity on the effective date of the merger shall continue as the members and managers of the surviving entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

Aldana Properties Ltd.	Member
Tatone Properties Florida, Inc.	Member/Manager
Bayview Wellington Properties, Inc.	Member
Ramstar Select Developments, Inc.	Member/Manager
Lorna Consulting, Inc.	Member/Manager
Brookmore Developments, LLC	Member

6) Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed corporation and surviving entity may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7) Approval by Members. This plan of merger shall be submitted for the approval of the members and the stockholders of the constituent entities in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before April 30, 2007, or at such other time as to which the members and the board of directors of the constituent entities may agree.

8) Effective Date of Merger. The effective date of this Merger shall be April 1, 2007.

9) Abandonment of Merger. This plan of merger may be abandoned by action of the managers or the board of directors of either the surviving entity or the absorbed corporation

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TALLAHASSEE FLORIDA

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at any time prior to the effective date on the happening of either of the following events:

a) If the merger is not approved by the members or the stockholders of either the surviving entity or the absorbed corporation on or before April 30, 2007; or

b) If, in the judgment of the managers or the board of directors of either the surviving entity or the absorbed corporation, the merger would be impracticable because of the number of dissenting members or stockholders asserting appraisal rights under the laws of the State of Florida.

10) Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counter part shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

SABAL PALM PRESERVE, L.L.C.,
a Florida limited liability company

By: Lorna Consulting, Inc.,
a Florida corporation, As its Member

By: 
Fabian Bianchi, President


By: Ramstar Select Developments, Inc.,
a Florida corporation, As its Member

By: 
Roy Nicolucci, President

By: Tatone Properties Florida, Inc.,
a Florida corporation, As its Member

By: 
Roy Nicolucci, President

VENTERRA DEVELOPMENTS, INC.,
a Florida corporation

By: 
Fausto Palomino, As its President

Attest: 
Roy Nicolucci, Secretary

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TALLAHASSEE, FLORIDA

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STATE OF Florida
COUNTY OF Suwannee

Sworn to and subscribed before me by Fabian Bianchi, as President of Lorna Consulting, Inc., a Florida corporation, as Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me or who has produced as identification this 4th day of April, 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so.

Notary Public
Commission No.
Expiration Date:



J. Kevin Drake
My Commission 00288888
Expires March 21, 2008

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Roy Nicolucci, as President of Ramstar Select Developments, Inc., a Florida corporation, as Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me or who has produced as identification this 4th day of April, 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so.

Notary Public
Commission No.
Expiration Date:

N/A

DOES NOT EXPIRE

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Ettorino Tatone, as President of Tatone Properties Florida, Inc., a Florida corporation, as Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me or who has produced as identification this 4th day of April, 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so.

Notary Public
Commission No.
Expiration Date:

N/A

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P.09

COUNTRY
STATE OF CANADA
COUNTY OF ONTARIO
PROVINCE

Sworn to and subscribed before me by Fausto Palombo, as President of VENTERRA DEVELOPMENTS, INC., Florida Corporation, who is personally known to me ~~or who has produced~~ as identification this day of , 2007 and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

Notary Public

Commission No. N/A

Expiration Date: DOES NOT EXPIRE

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA
COUNTRY

Sworn to and subscribed before me by Roy Nicolucci, as Secretary of VENTERRA DEVELOPMENTS, INC., Florida Corporation, who is personally known to me ~~or who has produced~~ as identification this day of , 2007 and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

Notary Public

Commission No. N/A

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7) VENTERRA DEVELOPMENTS, INC., adopted the Plan of Merger on April 2, 2007, by an unanimous consent of the shareholders and directors.

8) The merger shall become effective as of April 1, 2007.

SABAL PALM PRESERVE, L.L.C.,
a Florida limited liability company

VENTERRA DEVELOPMENTS, INC.
a Florida Corporation

By: Lorma Consulting, Inc., a Florida
corporation, As its Member

By: [Signature]
Fausto Palomba, As its President

By: [Signature]
Fabian Bianchi, President

Attest: [Signature]
Roy Nicolucci, As its Secretary

By: Ramstar Select Developments, Inc.,
a Florida corporation, As its Member

By: [Signature]
Roy Nicolucci, President

By: Tatone Properties Florida, Inc.,
a Florida corporation, As its Member

By: [Signature]
Ettorino Tatone, President

STATE OF Florida
COUNTY OF Sarasota

Sworn to and subscribed before me by Fabian Bianchi, as President of Lorma Consulting, Inc., a Florida corporation, as a Member of SABAL PALM PRESERVE, L.L.C., a Florida limited liability company, who is personally known to me or who has produced as identification this 7th day of April, 2007, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so..

[SEAL]

Notary Public
Print:
Commission No.



J. Kevin Drake
My Commission 00266893
Expires March 21, 2008

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CLERK OF STATE
TALLAHASSEE FLORIDA