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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 MAY 16 PM 12:49



Dykema Gossett PLLC  
Suite 300  
39577 Woodward Avenue  
Bloomfield Hills, Michigan 48304  
WWW.DYKEMA.COM  
Tel: (248) 203-0700  
Fax: (248) 203-0763

**Adam M. Fishkind**  
Direct Dial: (248) 203-0749  
Email: AFISHKIND@DYKEMA.COM

**VIA FEDERAL EXPRESS**

May 15, 2007

Florida Department of State  
Registration Section  
Division of Corporations - Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Sandalfoot Plaza Associates, LLC

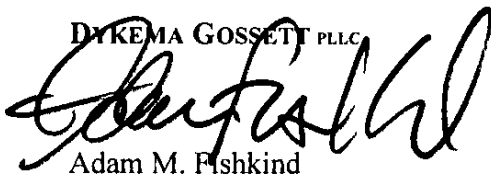
To Whom It May Concern:

Enclosed for filing is a Certificate of Merger for the above referenced corporation and our check in the amount of One Hundred Seven and 50/100 Dollars (\$107.50) for the filing fees and Certified Copy. Please forward the Certified Copy to my attention at your earliest convenience.

Please call if you have any questions.

Very truly yours,

DYKEMA GOSSETT PLLC



Adam M. Fishkind

AMF:bjj  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sandalfoot Plaza Associates, LLC  
\_\_\_\_\_  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Adam M. Fishkind

\_\_\_\_\_  
(Contact Person)

Dykema Gossett PLLC

\_\_\_\_\_  
(Firm/Company)

39577 Woodward Ave., Suite 300

\_\_\_\_\_  
(Address)

Bloomfield Hills, MI 48304

\_\_\_\_\_  
(City, State and Zip Code)

For further information concerning this matter, please call:

Adam M. Fishkind

\_\_\_\_\_  
(Name of Contact Person)

at ( 248 )

203-0749

\_\_\_\_\_  
(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sandalfoot Plaza Associates, L.P.	New Jersey	Limited Partnership
Sandalfoot Plaza Associates, LLC	Florida	Limited Liability Company
LOT-46265		

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sandalfoot Plaza Associates, LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

\_\_\_\_\_.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:


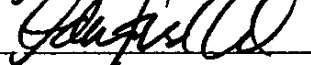
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Sandalfot Plaza Associates, L.P.		Adam M. Fishkind <del>authorized rep.</del>
Sandalfot Plaza Associates, LLC		Adam M. Fishkind <del>authorized rep.</del>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sandalfoot Plaza Associates, L.P.	New Jersey	Limited Partnership
Sandalfoot Plaza Associates, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sandalfoot Plaza Associates, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

The members of the surviving party shall be governed by an operating agreement dated as of the date of this Plan of Merger.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each general and limited partner shall be entitled to a membership interest in the same

percentage as its partnership interest in Sandalford Plaza Associates, L.P.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No rights to acquire interests, shares, obligations or other securities exist.

*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place  
of business of the surviving business entity and that an agreement of merger/consolidation has  
been approved and executed by each business entity involved. Additionally, a copy of the  
merger/consolidation agreement has been or shall be furnished by the surviving entity to any  
member or any person having an interest.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

None.

*(Attach additional sheet if necessary)*