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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

B. KOHR

JAN 04 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 01/04/07

REF. #: 000174.79299

CORP. NAME: BERMUDA APARTMENTS OF SARASOTA, L.L.C.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 524216 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF MERGER
OF
BERMUDA APARTMENTS OF SARASOTA, L.L.C.,
a Florida limited liability company
and
SCHWARTZ HARDEE PROPERTIES, LLC,
a Florida limited liability company**

(Pursuant to the provisions of Chapter 608
of the Florida Limited Liability Company Act)

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08 JAN -4 PM 3:15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned, hereby certify by this Certificate of Merger as follows:

1. The names of the entities which are parties to the Merger are BERMUDA APARTMENTS OF SARASOTA, L.L.C., a Florida limited liability company ("Bermuda") and SCHWARTZ HARDEE PROPERTIES, LLC, a Florida limited liability company ("Schwartz"). Schwartz will be the surviving company and is to be governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted pursuant to a written consent as permitted by Sections 608.4231 and 608.4381 of the Florida Statutes by all of the managers and members of Bermuda as of December 26, 2007. The number of votes was sufficient for approval.

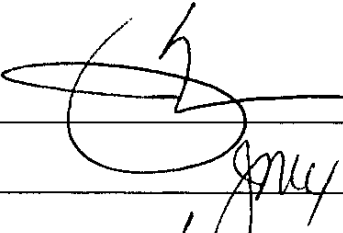
4. The Plan and Agreement of Merger was duly adopted pursuant to a written consent as permitted by Sections 608.4231 and 608.4381 of the Florida Statutes by all of the managers and members of Schwartz as of December 26, 2007.

5. The Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, each of the entities party to the Merger has caused this Certificate of Merger to be executed on its behalf by its duly authorized Managers as of this 26th day of December, 2007.

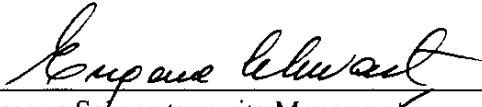
WITNESSES:

**BERMUDA APARTMENTS OF
SARASOTA, L.L.C.,** a Florida limited
liability company

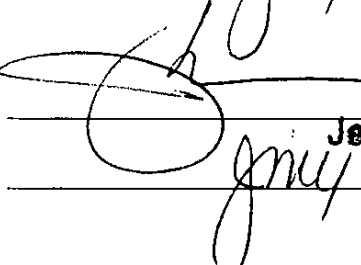


Jeffrey S. Russell

Jennifer L. Nix


By: 

Eugene Schwartz, as its Manager



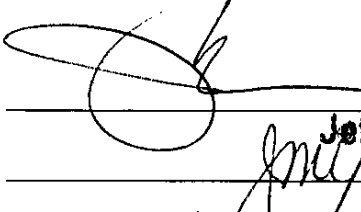
Jeffrey S. Russell

Jennifer L. Nix

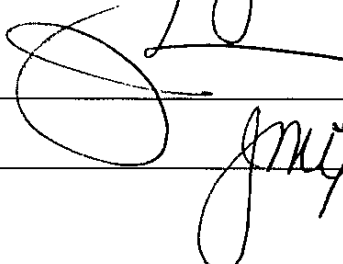
By: 

Helene Schwartz, as its Manager

**SCHWARTZ HARDEE PROPERTIES,
LLC,** a Florida limited liability company

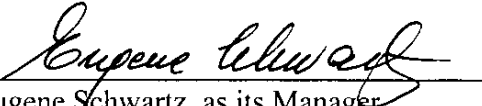


Jeffrey S. Russell

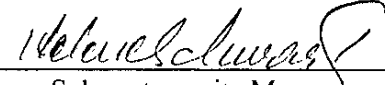
Jennifer L. Nix


Jeffrey S. Russell

Jennifer L. Nix

By: 

Eugene Schwartz, as its Manager

By: 

Helene Schwartz, as its Manager

Exhibit "A"

PLAN AND AGREEMENT OF MERGER
BETWEEN
BERMUDA APARTMENTS OF SARASOTA, L.L.C.,
a Florida limited liability company
and
SCHWARTZ HARDEE PROPERTIES, LLC,
a Florida limited liability company

**PLAN AND AGREEMENT OF MERGER
BETWEEN
BERMUDA APARTMENTS OF SARASOTA, L.L.C.,
a Florida limited liability company
and
SCHWARTZ HARDEE PROPERTIES, LLC,
a Florida limited liability company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger (this "Agreement") is made and entered into effective December 26, 2007, by and between **BERMUDA APARTMENTS OF SARASOTA, L.L.C.**, a Florida limited liability company ("Bermuda") and **SCHWARTZ HARDEE PROPERTIES, LLC**, a Florida limited liability company ("Schwartz," and collectively with Bermuda, the "Constituent Companies").

Background

Bermuda is a limited liability company duly organized under the laws of the State of Florida. Schwartz is a limited liability company duly organized under the laws of the State of Florida. The Managers of Bermuda and Schwartz deem it advisable that Bermuda be merged with and into Schwartz on the terms and conditions herein set forth, in accordance with the applicable provisions of the Florida Statutes which permit such a merger.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Bermuda and Schwartz, by their respective Managers, have agreed and do hereby agree as follows:

Terms Of The Merger

1. Merger. Bermuda and Schwartz shall be merged into a single company, in accordance with applicable provisions of the laws of the State of Florida, by Bermuda merging with and into Schwartz, which shall be the surviving company.

2. Effect of Merger. From and after the filing of the Certificate of Merger, the Constituent Companies shall be a single company, which shall be Schwartz as the surviving company, and the separate existence of Bermuda shall cease except to the extent provided by the laws of the State of Florida in the case of a limited liability company after its merger into another company, while the existence of Schwartz shall continue unaffected and unimpaired. Schwartz shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under Florida law. Schwartz shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Companies. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Companies, shall be taken and deemed to be transferred to and vested in Schwartz without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Companies, shall not revert

or be in any way impaired by reason of such merger. Schwartz shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted as if such merger had not taken place, or Schwartz may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger.

The Managers of Schwartz are Eugene Schwartz and Helene Schwartz, whose business address is 1004 N. Lockwood Ridge Road, Sarasota, FL 34237.

3. Certificate of Organization. The Certificate of Organization of Schwartz shall not be amended in any respect by reason of this Plan and Agreement of Merger.

4. Conversion of Shares. The manner of converting the outstanding membership interests of each of the Constituent Companies shall be as follows:

- a. Each membership interest of Schwartz issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to be outstanding with no adjustment as a result of the Merger.
- b. Each membership interest of Bermuda issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.

5. Surrender of Certificates. Each record holder of an outstanding certificate or certificates which represents membership interests of Bermuda immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Plan and Agreement of Merger.

6. Further Assurances. If at any time after the Effective Date Schwartz shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in Schwartz, according to the terms hereof, the title to any property rights of the Constituent Companies, the last acting managers of the Constituent Companies, as the case may be, or the corresponding managers of Schwartz shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in Schwartz, and otherwise carry out the purposes of this Plan and Agreement of Merger.

7. Approval By Members. This Plan and Agreement of Merger shall be approved by the respective Managers of each Constituent Company and submitted to the respective Members of each Constituent Company for approval as provided by Florida law. If duly adopted by the requisite vote of such Members, a Certificate of Merger meeting the requirements of Florida law shall be filed immediately in the appropriate office in Florida.

8. Effective Date. The merger of Bermuda with and into Schwartz shall become effective upon the filing of the Certificate of Merger in accordance with Florida law (the "Effective Date").

9. Covenants of Bermuda. Bermuda covenants and agrees that: (a) it will not amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any of its membership interests or any rights to acquire any such membership interests prior to the Effective Date.

10. Covenants of Schwartz. Schwartz covenants and agrees that: (a) it will not amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any of its membership interests or any rights to acquire any such membership interests prior to the Effective Date.


11. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Managers of either of the Constituent Companies at any time prior to filing of the Certificate of Merger.


[Signatures on following page]

IN WITNESS WHEREOF, each of the parties to this Plan and Agreement of Merger has caused this Plan and Agreement of Merger to be executed by its duly authorized managers on the date set forth above.

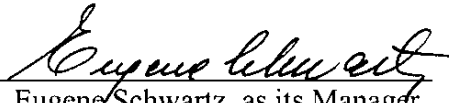
WITNESSES:

**BERMUDA APARTMENTS OF SARASOTA,
L.L.C., a Florida limited liability company**

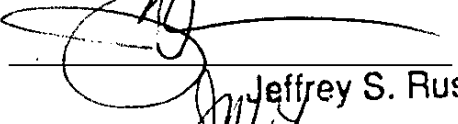


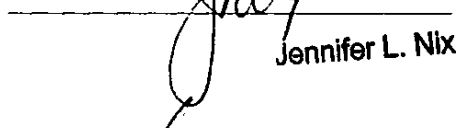
Jeffrey S. Russell


Jennifer L. Nix

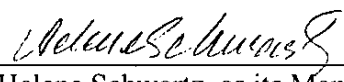
By: 

Eugene Schwartz, as its Manager



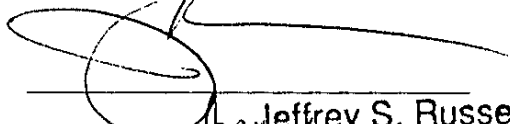
Jeffrey S. Russell


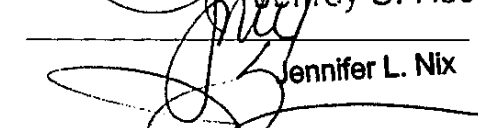
Jennifer L. Nix

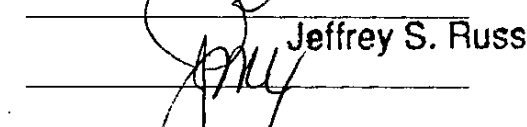
By: 


Helene Schwartz, as its Manager

**SCHWARTZ HARDEE PROPERTIES, LLC, a
Florida limited liability company**

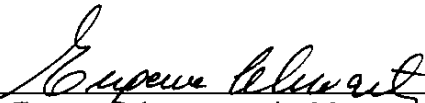


Jeffrey S. Russell


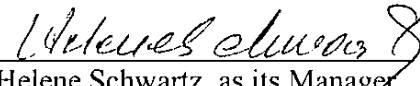
Jennifer L. Nix


Jeffrey S. Russell


Jennifer L. Nix

By: 

Eugene Schwartz, as its Manager

By: 

Helene Schwartz, as its Manager