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MERGER OR SHARE EXCHANGE  
GV Paradise Island, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$117.50

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER**

The undersigned parties have executed this Certificate of Merger ("Certificate") as of December 21, 2012 and hereby state as follows:

1. **Merging and Surviving Companies.** Centermid 10, LLC, a Florida limited liability company, ("Merging Company") is merging into GV PARADISE ISLAND, LLC, A Florida limited liability company ("Surviving Company").
2. **Plan of Merger.** The Plan of Merger is attached hereto and made a part hereof.
3. **Approval.** Approval of the Plan of Merger was obtained by the Merging Company (defined in paragraph 1 above) in accordance with applicable provisions of Chapter 608 of the Florida statutes.
4. **Manager.** The Manager is not a Member of the Merging Company or the Surviving Company.
5. **Effective Date.** The Effective Date of the Plan of Merger shall be the date of filing this Certificate of Merger with the Florida Secretary of State in accordance with Paragraph 5 of the Plan of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the Merging Company and the Surviving Company as of the date first written above.

**MERGING COMPANY**

CENTERMID 10, LLC, A Florida limited liability company

By: Peter C. Gardner  
Peter C. Gardner, Manager

**SURVIVING COMPANY**

GV PARADISE ISLAND, LLC, A Florida limited liability company

By: Peter C. Gardner  
Peter C. Gardner, Manager

FILED  
13 JAN 10 AM 9:53  
CLERK OF DISTRICT COURT  
JAN 10 2013

### **PLAN OF MERGER**

The Plan of Merger (the "Plan") is as follows:

1. **Name and Jurisdiction.** The name and jurisdiction of the merging company is CENTERMID 10, LLC, A Florida limited liability company (the "Merging Company").
2. **Surviving Entity.** The surviving entity is GV PARADISE ISLAND, LLC, A Florida limited liability company (the "Surviving Company").
3. **Terms and Conditions.** The terms and conditions of the Plan of Merger are:
  - a. The separate legal existence of the Merging Company shall terminate as of the effective date.
  - b. The assets of the Merging Company shall, as of the effective date hereof, vest in the Surviving Company.
  - c. The liabilities and obligations of the Merging Company shall be the sole responsibility of the Surviving Company.
  - d. The Surviving Company's Operating Agreement shall be the governing operating agreement.
4. **Manner and Basis of Converting Members' Interests.** The manner and basis of converting the member's interests is as follows:
  - a. GROVE VILLAGE, LLC, a Florida limited liability company, and the 100% owner of the Merging Company, shall be deemed, as of the effective date hereof, to have cancelled all of its membership interest in the Merging Company without further action and to have its interest represented by its 100% membership interest in the Surviving Company.
  - b. A certified copy of the Certificate of Merger shall be filed in the official records of any county in Florida in which a party to this Plan holds an interest in real property.

- c. The sole member of the Merging Company waives any and all appraisal rights to which such member is entitled under F.S., 608.4351-608.4359 by approving this plan.

IN WITNESS WHEREOF, this Plan has been executed by the undersigned parties this 21<sup>st</sup> day of December, 2012.

MERGING COMPANY

CENTERMID 10, LLC, A Florida limited liability company

By:

Peter C. Gardner  
Peter C. Gardner, Manager

SURVIVING COMPANY

GV PARADISE ISLAND, LLC, A Florida limited liability company

By:

Peter C. Gardner  
Peter C. Gardner, Manager