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EXAMINER

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DATE: 3/12/2008

NAME: BFC PARK AVENUE, LLC

TYPE OF FILING: ARTICLES/PLAN OF MERGER

COST:

RETURN: CERTIFIED COPY & GOOD STANDING

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE

Atty

2nd

**ARTICLES OF MERGER/ CERTIFICATE OF MERGER
OF**

BFC HOLDING CO.
(a Florida corporation)

WITH AND INTO

BFC PARK AVENUE, LLC
(a Florida limited liability company)

Pursuant to the provisions of Chapters 607 and 608, Florida Statutes, **BFC Holding Co.**, a Florida corporation (the "Disappearing Entity") and **BFC Park Avenue, LLC**, a Florida limited liability company (f/k/a 250 Park Avenue Ltd., LLLP) (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of March 13, 2008, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of March 13, 2008 (the "Effective Time").

3. **Adoption of Plan of Merger.** The Plan of Merger is approved and adopted by all of the members of the Surviving Entity by written consent effective on March 13, 2008, and approved by all of the shareholders and the directors of the Disappearing Entity effective on March 13, 2008. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed effective as of the Effective Time.

SURVIVING ENTITY:

BFC PARK AVENUE, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

DISAPPEARING ENTITY:

BFC HOLDING CO., a Florida corporation

By: W.P. Battaglia
W.P. Battaglia, President

A.5(b)(1)

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of March 13, 2008 is by and between **BFC Holding Co.**, a Florida corporation (the "Disappearing Entity") and **BFC Park Avenue, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the Board of Directors and shareholders of the Disappearing Entity and the members of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Sections 607.1101 through 607.1105 and 608.438 through 608.4383, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the articles of organization of the Surviving Entity after the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, the shares of the Disappearing Entity shall be converted as follows:

The issued and outstanding shares of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue a membership interest on the consummation of the merger contemplated by this agreement.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

A.5(b)(2)

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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

SURVIVING ENTITY:

BFC PARK AVENUE, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

DISAPPEARING ENTITY:

BFC HOLDING CO., a Florida corporation

By: W.P. Battaglia
W.P. Battaglia, President