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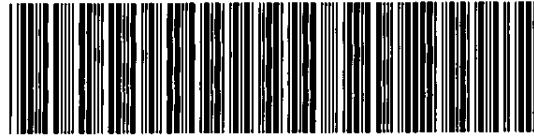
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EXAMINER



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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: **RICKY SOTO**

DATE: **07/12/2011**

REF. #: **000150.151098**

CORP. NAME: **ATLANTIC SPRINGS 202 LLC (a Florida LLC), ATLANTIC SPRINGS 204, LLC (a Florida LLC), ATLANTIC SPRINGS 207, LLC (a Florida LLC), CORAL REEF 9902 LLC (a Florida LLC), POICIANA 104 LLC (a Florida LLC), POLO GLEN 308 LLC (a Florida LLC) and WATERWAYS 1129 LLC (a Florida LLC); all merging into PALMS POINTE 1033 LLC (a Florida LLC)**

- | | | |
|--|---|--|
| <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# _____ FOR \$ 230.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$ _____**

PLEASE RETURN:

- | | | |
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| <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

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DIVISION OF CORPORATIONS
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CERTIFICATE OF MERGER
OF
ATLANTIC SPRINGS 202 LLC
(a Florida limited liability company)
ATLANTIC SPRINGS 204, LLC
(a Florida limited liability company)
ATLANTIC SPRINGS 207, LLC
(a Florida limited liability company)
CORAL REEF 9902 LLC
(a Florida limited liability company)
POICIANA 104 LLC
(a Florida limited liability company)
POLO GLEN 308 LLC
(a Florida limited liability company)
and
WATERWAYS 1129 LLC
(a Florida limited liability company)

L10000043952
L10000085269
L10000086913
L1000001031
L1000010334
L10000043870
L10000054161

with and into

PALMS POINTE 1033 LLC
(a Florida limited liability company)

Pursuant to Section 608.4382
of the
Florida Limited Liability Company Act

Dated June 13, 2011

Pursuant to and in accordance with the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), the following Certificate of merger is submitted to merge the following Florida Limited Liability Companies.

1. The name, entity type and jurisdiction for each merging parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Springs 202 LLC	Florida	Limited Liability Company
Atlantic Springs 204, LLC	Florida	Limited Liability Company
Atlantic Springs 207, LLC	Florida	Limited Liability Company
Coral Reef 9902 LLC	Florida	Limited Liability Company

<u>Palms Pointe 1033 LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Poiciana 104 LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Polo Glen 308 LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Waterways 1129 LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

2. The name, entity type and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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<u>Palms Pointe 1033 LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
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3. Plan of Merger. That certain Agreement and Plan of Merger (the "Plan"), dated as of June 13, 2011, is attached hereto as Exhibit A.
4. Approval of Plan. The attached Plan and Agreement of Merger has been approved and executed by each merging entity in accordance with the applicable provisions of the FLLCA.
5. Effective Date. The effective date of the Merger shall be the date on which this Certificate of Merger (this "Certificate") is filed with the Department of State of the State of Florida.
6. Counterparts; Facsimile Signatures. This Certificate may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document.. Facsimile signatures shall be deemed originals for all purposes of this Certificate.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of the date first set forth above.

Atlantic Springs 202 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Atlantic Springs 204, LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Atlantic Springs 207, LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Coral Reef 9902 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Poiclana 104 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Polo Glen 308 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Waterways 1129 LLC

By its manager:

JA HAN LLC

By: 

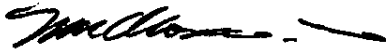
Name: Mark Moskowitz

Title: Manager

Palms Pointe 1033 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Exhibit A

[AGREEMENT AND PLAN OF MERGER - ATTACHED]

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Plan"), dated as of June 13, 2011, is by and between **ATLANTIC SPRINGS 202 LLC**, a Florida limited liability company, ("ATS 202"), **ATLANTIC SPRINGS 204, LLC**, a Florida limited liability company, ("ATS 204"), **ATLANTIC SPRINGS 207, LLC**, a Florida limited liability company, ("ATS 207"), **CORAL REEF 9902 LLC**, a Florida limited liability company, ("Coral"), **POICIANA 104 LLC**, a Florida limited liability company, ("POI 104"), **POLO GLEN 308 LLC**, a Florida limited liability company, ("Polo"), **WATERWAYS 1129 LLC**, a Florida limited liability company ("Water 1129") and **PALMS POINTE 1033 LLC**, a Florida limited liability company ("Palms"); Palms shall be the surviving entity (the "Surviving Entity").

WHEREAS, YK Holdings, LLC, a Florida limited liability company ("YK"), and Ja Han, LLC a New York limited liability company ("JH"), are the only members (the "Members") of each of the Constituent Entities, as defined below; and

WHEREAS, the Members of ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, Water 1129, and Palms deem it advisable and in the best interest to effect the merger of ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, and Water 1129 with and into Palms (the "Merger") with Palms as the surviving entity (the "Surviving Entity").

NOW, THEREFORE, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **Constituent Entities**. ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, Water 1129, and Palms (together, the "Constituent Entities") shall be parties to the Merger.

2. **Terms and Conditions of Merger**. Pursuant to the applicable provisions of the Florida Limited Liability Company Act (the "FLLCA"): (a) ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, and Water 1129 shall merge with and into the Surviving Entity; and (b) upon the filing of a Certificate of Merger with the Department of State of the State of Florida (the "Effective Time"), the separate existence of ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, and Water 1129 shall cease, and the Surviving Entity shall continue to exist in accordance with the applicable provisions of the FLLCA.

3. **Cancellation of Constituent Entities Membership Interests; Continuation of Survivor Membership Interests**. At the Effective Time, by virtue of the Merger and without any action by any party hereto:

a) all membership interests in ATS 202, ATS 204, ATS 207, Coral, POI 104, Polo, and Water 1129 issued and outstanding immediately prior to the Effective Time by virtue of the Merger, automatically and without any action on the part of the holder thereof, shall be cancelled, become null and void and cease to exist, and no consideration shall be issued in respect thereof; and

b) all membership interest of Palms outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall remain unchanged and continue to represent in the aggregate 100% of the outstanding membership interest in the Survivor.

4. **Effect of Merger.** At the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Entities, and all such assets, interests, rights, privileges, immunities, powers, franchises and authority shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of each of the Constituent Entities; any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors of any of the Constituent Entities shall be preserved unimpaired.

5. **Members.** At the Effective Time, YK and JH shall continue as the Members of the Surviving Entity.

6. **Officers.** The officers of the Surviving Entity in office immediately preceding the Effective Time shall continue as the officers of the Surviving Entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Entity.

7. **Operating Agreement.** The Operating Agreement of Palms shall govern the rights and obligations of the Surviving Entity.

8. **Amendment of Plan.** The Members of each of the Constituent Entities, acting together, may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above.

Atlantic Springs 202 LLC

By its manager:

JA HAN LLC



By: _____

Name: Mark Moskowitz

Title: Manager

Atlantic Springs 204, LLC

By its manager:

JA HAN LLC



By: _____

Name: Mark Moskowitz

Title: Manager

Atlantic Springs 207, LLC

By its manager:

JA HAN LLC



By: _____

Name: Mark Moskowitz

Title: Manager

Coral Reef 9902 LLC

By its manager:

JA HAN LLC



By: _____

Name: Mark Moskowitz

Title: Manager

Polciana 104 LLC

By its manager:

JA HAN LLC



By: _____

Name: Mark Moskowitz

Title: Manager

Polo Glen 308 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager

Waterways 1129 LLC

By its manager:

JA HAN LLC

By: 


Name: Mark Moskowitz

Title: Manager

Palms Pointe 1033 LLC

By its manager:

JA HAN LLC

By: 

Name: Mark Moskowitz

Title: Manager