

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
GRE Properties Orlando LLC

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OCT - 4 2010

EXAMINER

H10000216403

CERTIFICATE OF MERGER
OF
GRE ORLANDO, INC.
(a Florida corporation)
INTO
GRE PROPERTIES ORLANDO LLC
(a Florida limited liability company)

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.4382, Florida Statutes.

FIRST: GRE Orlando, Inc., a Florida corporation, Document Number P06000135034, is the merging corporation (the "Merging Corp.").

SECOND: GRE Properties Orlando LLC, a Florida limited liability company, Document Number L10000022096, is the surviving limited liability company (the "Surviving LLC").

THIRD: The attached Plan of Merger was approved by the Merging Corp. and the Surviving LLC in accordance with Chapter 608, Florida Statutes and Chapter 607, Florida Statutes, respectively.

FOURTH: The merger shall become effective immediately upon the Florida Department of State's filing of this Certificate of Merger; provided that, however, the merger shall be effective as of October 1, 2010, solely for financial accounting and tax accounting purposes.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 29 day of September, 2010.

GRE ORLANDO, INC.

By: Harvey L. Lichtman
Name: Harvey L. Lichtman
Title: Treasurer

GRE PROPERTIES ORLANDO LLC

By: Harvey L. Lichtman
Name: Harvey L. Lichtman
Title: Manager

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PLAN OF MERGER

FIRST: GRE Orlando, Inc., a Florida corporation, is the merging party (the "Merging Corp.").

SECOND: GRE Properties Orlando LLC, a Florida limited liability company, is the surviving party (the "Surviving LLC").

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

1. The Articles of Organization of the Surviving LLC, as in effect immediately prior to the merger, shall be the Articles of Organization of the Surviving LLC.

2. The Surviving LLC shall implement a new Operating Agreement to be effective as of the date of the merger.

3. The merger shall be effective as of October 1, 2010, for financial accounting and tax accounting purposes.

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

1. At the effective time of the merger, all member interests of the Surviving LLC shall thereafter constitute all of the outstanding member interests of the Surviving LLC.

2. All of the issued and outstanding shares of capital stock of the Merging Corp. as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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