

Division of Corporations

Page 1 of 1

**U0000105109**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H100002227163)))



H100002227163ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : ROETZEL & ANDRESS  
Account Number : I20000000121  
Phone : (239) 649-6200  
Fax Number : (239) 261-3659

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: lfowler@ralaw.com

FILED  
2010 OCT 11 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
10 OCT 11 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
THE VENETIAN AT CAPRI ISLES I, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	21
Estimated Charge	\$567.50

\$585.00

T. CLINE  
OCT 12 2010  
EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

H10000222716 3

**CERTIFICATE OF MERGER**

THIS CERTIFICATE OF MERGER is submitted to the Florida Department of State in accordance with Section 608.4382 of the Florida Limited Liability Act and to the Delaware Secretary of State in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**FIRST:** The exact name, entity and jurisdiction for each merging party (collectively, the "Merging Entities") is as follows:

Name	Jurisdiction	Entity Type
Ms7-4856 The Venetian at Capri Isles II, LLC	Delaware	limited liability company
The Venetian at Capri Isles III, LLC	Delaware	limited liability company
The Venetian at Capri Isles IV, LLC	Delaware	limited liability company
The Venetian at Capri Isles V, LLC	Delaware	limited liability company
The Venetian at Capri Isles VI, LLC	Delaware	limited liability company
The Venetian at Capri Isles VII, LLC	Delaware	limited liability company
The Venetian at Capri Isles VIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles IX, LLC	Delaware	limited liability company
The Venetian at Capri Isles X, LLC	Delaware	limited liability company
The Venetian at Capri Isles XI, LLC	Delaware	limited liability company
The Venetian at Capri Isles XII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIV, LLC	Delaware	limited liability company
The Venetian at Capri Isles XV, LLC	Delaware	limited liability company
The Venetian at Capri Isles XVI, LLC	Delaware	limited liability company
The Venetian at Capri Isles XVII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XVIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIX, LLC	Delaware	limited liability company
The Venetian at Capri Isles XX, LLC	Delaware	limited liability company
The Venetian at Capri Isles XXI, LLC	Delaware	limited liability company
The Venetian at Capri Isles XXII, LLC	Delaware	limited liability company

**SECOND:** The exact name, entity and jurisdiction for the surviving party (the "Surviving Entity") is The Venetian at Capri Isles I, LLC, a Florida limited liability company.

**THIRD:** The attached Plan of Merger was approved by the written consent of the Surviving Entity in accordance with the applicable provisions of Chapter 608, Florida Statutes, including Section 608.4381 of the Florida Limited Liability Act.

**FOURTH:** The attached Plan of Merger was approved by the written consent of each of the Merging Entities in accordance with the applicable laws of the state of Delaware, including the provisions of Section 18-209 of the Delaware Limited Liability Company Act.

**FIFTH:** The Plan of Merger is on file at the principal office of the Surviving Entity

313993 v\_01 \ 122946.0001

H10000222716 3

2010 OCT 11 AM 9:36  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

H10000222716 3

located at 5910-F Wilcox Place, Dublin, Ohio 43016, and will be furnished by the Surviving Entity on request and without cost to any member of the Merging Entities or any person holding an interest in the Merging Entities.

**SIXTH:** The Effective Date of the merger shall be the date of the filing of this Certificate of Merger with the Florida Department of State.

**SEVENTH:** The Merging Entities may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Merging Entities arising while they were a limited liability company of the State of Delaware and each of the Merging Entities irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

**EIGHTH:** Any process referred to immediately hereinabove shall be mailed by the Delaware Secretary of State to the applicable Merging Entities at:

5910-F Wilcox Place  
Dublin, Ohio 43016.

IN WITNESS WHEREOF, the Surviving Entity and the Merging Entities have caused these Articles of Merger to be signed in their name and on their behalf by the undersigned effective this 11th day of October, 2010.

**SURVIVING ENTITY:**

THE VENETIAN AT CAPRI ISLES I, LLC,  
a Florida limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

FILED  
2010 OCT 11 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

*LAFAYETTE FAMILY TRUST*  
By: *Mark Lafayette*  
Mark Lafayette, its Sole Member  
*Trustee*

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: *John C. Hicks, Jr.*  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

2010 OCT 11 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

FILED  
2010 OCT 11 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

**MERGING ENTITIES:**

**THE VENETIAN AT CAPRI ISLES II, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

**THE VENETIAN AT CAPRI ISLES III, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

**THE VENETIAN AT CAPRI ISLES IV, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

**THE VENETIAN AT CAPRI ISLES V, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

**THE VENETIAN AT CAPRI ISLES VI, LLC,**  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

**THE VENETIAN AT CAPRI ISLES VII, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

**THE VENETIAN AT CAPRI ISLES VIII, LLC,**  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES IX, LLC,**  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

**THE VENETIAN AT CAPRI ISLES X, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

**THE VENETIAN AT CAPRI ISLES XI, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

313993 v\_01 \ 122946.0001

H10000222716 3

2010 OCT 11 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Properties

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XII, LLC,  
a Delaware limited liability company

By: The Hall Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIII,  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

FILED  
2010 OCT 11 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member,

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 OCT 11 AM 8:37

FILED

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member



H10000222716 3

**MERGING ENTITIES:**

**THE VENETIAN AT CAPRI ISLES II, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

**THE VENETIAN AT CAPRI ISLES III, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

**THE VENETIAN AT CAPRI ISLES IV, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

**THE VENETIAN AT CAPRI ISLES V, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

**THE VENETIAN AT CAPRI ISLES VI, LLC,**  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

**THE VENETIAN AT CAPRI ISLES VII, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

**THE VENETIAN AT CAPRI ISLES VIII, LLC,**  
a Delaware limited liability company

By: Edward Griffith Family Trust

X By: Edward W. Griffith - Trust  
Print Name: EDWARD W. GRIFFITH  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES IX, LLC,**  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

**THE VENETIAN AT CAPRI ISLES X, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

**THE VENETIAN AT CAPRI ISLES XI, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

2010 OCT 11 AM 03:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Real Properties, Inc.  
Benton Real Properties, Inc.  
By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

2010 OCT 11 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

**MERGING ENTITIES:**

THE VENETIAN AT CAPRI ISLES II, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mark Lafayette, its Sole Member

THE VENETIAN AT CAPRI ISLES III, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Daniel Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

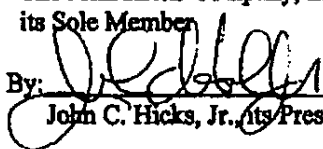
THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:  \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust


By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Real Properties, Inc.

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_  
Denise Richards, its Sole Member

2010 OCT 11 AM 02:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

THE VENETIAN AT CAPRI ISLES XII, LLC,  
a Delaware limited liability company

By: The Hall Family Trust

By: *[Signature]*  
By: *Markus D. Hall, Trustee*

Print Name: BERLIN C. HALL, MARLISS D. HILL  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIII,  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: *[Signature]*  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: *[Signature]*  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVI, LLC,  
a Delaware limited liability company

By: Myhren & Chellie Mae Poston Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVII,  
LLC, a Delaware limited liability company

By: Staben Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVIII,  
LLC, a Delaware limited liability company

By: \_\_\_\_\_  
Conrad Membrino, its Sole Member

THE VENETIAN AT CAPRI ISLES XIX,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: *[Signature]*  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XX, LLC,  
a Delaware limited liability company

THE VENETIAN AT CAPRI ISLES XXI,  
LLC, a Delaware limited liability company

2010 OCT 11 AM 09:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

THE VENETIAN AT CAPRI ISLES IV, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Lynette Booye, its Sole Member

THE VENETIAN AT CAPRI ISLES VI, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: \_\_\_\_\_  
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES VIII, LLC,  
a Delaware limited liability company

By: Edward Griffith Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES X, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
James Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XII, LLC,  
a Delaware limited liability company

By: The Hall Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES V, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Brian Morrow, its Sole Member

THE VENETIAN AT CAPRI ISLES VII, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Mandana Yamin, its Sole Member

THE VENETIAN AT CAPRI ISLES IX, LLC,  
a Delaware limited liability company

By: Benton Properties

By: \_\_\_\_\_  
Tally Hoffman  
Its: \_\_\_\_\_

THE VENETIAN AT CAPRI ISLES XI, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Denise Richards, its Sole Member

THE VENETIAN AT CAPRI ISLES XIII,  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: Dorothy S. Rowe  
Print Name: DOROTHY S. ROWE  
Its: Trustee

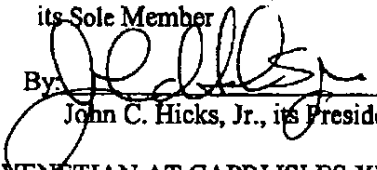
FILED  
2010 OCT 11 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

THE VENETIAN AT CAPRI ISLES XIV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVI, LLC,  
a Delaware limited liability company

By: Myhren & Chellie Mae Poston Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVIII,  
LLC, a Delaware limited liability company

By: \_\_\_\_\_  
Conrad Membrino, its Sole Member

THE VENETIAN AT CAPRI ISLES XX, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVII,  
LLC, a Delaware limited liability company

By: Staben Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIX,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XXI,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

FILED  
2010 OCT 11 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

THE VENETIAN AT CAPRI ISLES XII, LLC,  
a Delaware limited liability company

By: The Hall Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIII,  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XV, LLC,  
a Delaware limited liability company


By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVI, LLC,  
a Delaware limited liability company

By: Myhren & Chellie Mae Poston Trust

By:   
Print Name: Chellie Mae Poston  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVII,  
LLC, a Delaware limited liability company

By: Staben Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVIII,  
LLC, a Delaware limited liability company

By: \_\_\_\_\_  
Conrad Membrino, its Sole Member

THE VENETIAN AT CAPRI ISLES XIX,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XX, LLC,  
a Delaware limited liability company

THE VENETIAN AT CAPRI ISLES XXI,  
LLC, a Delaware limited liability company

2010 OCT 11 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H10000222716 3

THE VENETIAN AT CAPRI ISLES XII, LLC,  
a Delaware limited liability company

By: The Hall Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIV, LLC,  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVI, LLC,  
a Delaware limited liability company

By: Myhren & Chellie Mae Poston Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XVIII,  
LLC, a Delaware limited liability company

By: \_\_\_\_\_  
Conrad Membrino, its Sole Member

THE VENETIAN AT CAPRI ISLES XX, LLC,  
a Delaware limited liability company

THE VENETIAN AT CAPRI ISLES XIII,  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XV, LLC,  
a Delaware limited liability company

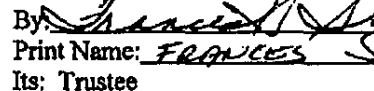
By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XVII,  
LLC, a Delaware limited liability company

By: Staben Family Trust

By:   
Print Name: FRANCES S. STABEN  
Its: Trustee

THE VENETIAN AT CAPRI ISLES XIX,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

THE VENETIAN AT CAPRI ISLES XXI,  
LLC, a Delaware limited liability company

2010 OCT 11 AM 09:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



H10000222716 3

**THE VENETIAN AT CAPRI ISLES XII, LLC,**  
a Delaware limited liability company

By: The Hall Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES XIV, LLC,**  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: [Signature]  
John C. Hicks, Jr., its President

**THE VENETIAN AT CAPRI ISLES XVI, LLC,**  
a Delaware limited liability company

By: Myhren & Chellie Mac Poston Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES XVIII,**  
LLC, a Delaware limited liability company

By: [Signature]  
Conrad Membrino, its Sole Member

9/15/10  
Conrad Membrino  
9/15/10

**THE VENETIAN AT CAPRI ISLES XX, LLC,**  
a Delaware limited liability company

313993 v\_01 \ 122946.0001

**THE VENETIAN AT CAPRI ISLES XIII,**  
LLC, a Delaware limited liability company

By: Dorothy S. Rowe Living Trust UTD

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES XV, LLC**  
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: [Signature]  
John C. Hicks, Jr., its President

**THE VENETIAN AT CAPRI ISLES XVII,**  
LLC, a Delaware limited liability company

By: Staben Family Trust

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: Trustee

**THE VENETIAN AT CAPRI ISLES XIX,**  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By: [Signature]  
John C. Hicks, Jr., its President

**THE VENETIAN AT CAPRI ISLES XXI,**  
LLC, a Delaware limited liability company

2010 OCT 11 AM 9:37

FILED

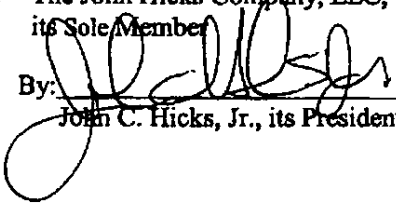
H10000222716 3

H10000222716 3

THE VENETIAN AT CAPRI ISLES XXII,  
LLC, a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,  
its Sole Member

By: The John Hicks Company, LLC,  
its Sole Member

By:   
John C. Hicks, Jr., its President

FILED  
2010 OCT 11 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H10000222716 3

**PLAN OF MERGER**

THIS PLAN OF MERGER is made effective the 11th day of October, 2010 between The Venetian at Capri Isles II, LLC, a Delaware limited liability company, The Venetian at Capri Isles III, LLC, a Delaware limited liability company, The Venetian at Capri Isles IV, LLC, a Delaware limited liability company, The Venetian at Capri Isles V, LLC, a Delaware limited liability company, The Venetian at Capri Isles VI, LLC, a Delaware limited liability company, The Venetian at Capri Isles VII, LLC, a Delaware limited liability company, The Venetian at Capri Isles VIII, LLC, a Delaware limited liability company, The Venetian at Capri Isles IX, LLC, a Delaware limited liability company, The Venetian at Capri Isles X, LLC, a Delaware limited liability company, The Venetian at Capri Isles XI, LLC, a Delaware limited liability company, The Venetian at Capri Isles XII, LLC, a Delaware limited liability company, The Venetian at Capri Isles XIII, LLC, a Delaware limited liability company, The Venetian at Capri Isles XIV, LLC, a Delaware limited liability company, The Venetian at Capri Isles XV, LLC, a Delaware limited liability company, The Venetian at Capri Isles XVI, LLC, a Delaware limited liability company, The Venetian at Capri Isles XVII, LLC, a Delaware limited liability company, The Venetian at Capri Isles XVIII, LLC, a Delaware limited liability company, The Venetian at Capri Isles XIX, LLC, a Delaware limited liability company, The Venetian at Capri Isles XX, LLC, a Delaware limited liability company, The Venetian at Capri Isles XXI, LLC, a Delaware limited liability company, The Venetian at Capri Isles XXII, LLC, a Delaware limited liability company (collectively, the "Merging Entities") and The Venetian at Capri Isles I, LLC, a Florida limited liability company (the "Surviving Entity"), and is submitted in accordance with Section 608.438, *et seq.* of the Florida Limited Liability Act and Section 18-209, *et seq.* of the Delaware Limited Liability Company Act.

1. Merging Entities. The exact name, entity and jurisdiction for each of the Merging Entities is as follows:

Name	Jurisdiction	Entity Type
The Venetian at Capri Isles II, LLC	Delaware	limited liability company
The Venetian at Capri Isles III, LLC	Delaware	limited liability company
The Venetian at Capri Isles IV, LLC	Delaware	limited liability company
The Venetian at Capri Isles V, LLC	Delaware	limited liability company
The Venetian at Capri Isles VI, LLC	Delaware	limited liability company
The Venetian at Capri Isles VII, LLC	Delaware	limited liability company
The Venetian at Capri Isles VIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles IX, LLC	Delaware	limited liability company
The Venetian at Capri Isles X, LLC	Delaware	limited liability company
The Venetian at Capri Isles XI, LLC	Delaware	limited liability company
The Venetian at Capri Isles XII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIV, LLC	Delaware	limited liability company
The Venetian at Capri Isles XV, LLC	Delaware	limited liability company
The Venetian at Capri Isles XVI, LLC	Delaware	limited liability company

2010 OCT 11 AM 09:37  
 CLERK OF DISTRICT COURT  
 FLORIDA  
 TALLAHASSEE, FL

FILED

H10000222716 3

The Venetian at Capri Isles XVII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XVIII, LLC	Delaware	limited liability company
The Venetian at Capri Isles XIX, LLC	Delaware	limited liability company
The Venetian at Capri Isles XX, LLC	Delaware	limited liability company
The Venetian at Capri Isles XXI, LLC	Delaware	limited liability company
The Venetian at Capri Isles XXII, LLC	Delaware	limited liability company

2. Surviving Entity. The exact name, entity and jurisdiction for the Surviving Entity is The Venetian at Capri Isles I, LLC, a Florida limited liability company.

3. Terms of Merger, Method of Conversion. The Merging Entities shall merge with and into Surviving Entity, which shall be the Surviving Entity. The members in the Merging Entities shall each hold, as a result of the merger, membership interests in the Surviving Entity, which are equal to such members' percentage membership interests as members in the Merging Entities. Specifically, as a result of the merger, the following members shall hold the following membership interests in the Surviving Entity:

The Venetian at Capri Isles, LLC	38.145%
Mark Lafayette	8.25%
Daniel Booye	7.27%
Lynette Booye	7.27%
Mandana Yamin	4.00%
Edward Griffith Family Trust	5.69%
Benton Properties (Tally Hoffman)	4.41%
James Richards	3.315%
Denise Richards	3.315%
The Hall Family Trust	3.36%
Dorothy S. Rowe Living Trust UTD	3.00%
Myhren & Chellie Mae Poston Trust	2.99%
Staben Family Trust	1.975%
Conrad Membrino	1.42%

2010 OCT 11 AM 9:37  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

Accordingly, no additional issuance of interests in the Surviving Entity, or other action to convert interests in the Merging Entities into interests in the Surviving Entity, shall be necessary or shall take place as part of the merger. The membership interests in the Merging Entities shall be cancelled and the former members of the Merging Entities shall continue to be members in the Surviving Entity, with no further action required.

4. Surviving Entity Successor to Merging Entities. On the Effective Date of the merger, the separate existence of the Merging Entities shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merging Entities without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entities, except as dictated by applicable state law, and neither the rights of creditors

H10000222716 3

nor any liens on the property of the Merging Entities shall be impaired by the merger.

5. Articles of Organization and Operating Agreement. The Articles of Organization of the Surviving Entity, as filed with the Florida Department of State shall continue to be its Articles of Organization following the Effective Date of the merger. The Operating Agreement, as amended and restated, of the Surviving Entity shall become the Operating Agreement of the Surviving Entity following the Effective Date of the merger.

6. Effective Date. In accordance with Sections 608.438 and 608.4382 of the Act, the Certificate of Merger shall specify the "Effective Date," which shall be the date of the filing of the Certificate of Merger.

7. Supplemental Action. If at any time after the Effective Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate members or managers of the Surviving Entity or the Merging Entities, as the case may be, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity or to otherwise carry out the provisions of this Plan of Merger.

FILED  
2010 OCT 11 AM 03 37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA