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TO: 1850250380

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Division of Corporations

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Florida Department of State
Division of Corporations
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10/6 merger

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MJH

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U98-3057

MERGER OR SHARE EXCHANGE

LEF/CYPRESS LAKE, L.L.C.

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TO: 18502050380

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ARTICLES OF MERGER
OF
WHITE ROSE VENTURES, LLC
(a Florida limited liability company)
AND
LEF/CYPRESS LAKE, L.L.C.
(a Florida limited liability company)

U03-36135

L98-3057

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), these Articles of Merger provide that:

- I. White Rose Ventures LLC., a Florida limited liability company ("Company") shall be merged with and into LEF/Cypress Lake, L.L.C., a Florida limited liability company ("Surviving Entity"), which shall be the surviving entity.
- II. The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.
- III. The Plan of Merger attached hereto as Exhibit A meets the requirements of Section 608.438 of the Act.
- IV. The Plan of Merger, pursuant to which Company shall be merged with and into Surviving Entity was approved by the managers and the members of both the Company and the Surviving Entity by joint written consent dated September 27, 2004, pursuant to Section 608.4381 of the Act.
- V. The Articles of Organization of Surviving Entity are not to be amended or changed by the merger.
- VI. The address of the principle place of business of Surviving Entity is: One Greenway Plaza, Suite 850, Houston, Texas 77046.
- VII. The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

[SIGNATURES ON NEXT PAGE]

STATE OF FLORIDA
TALLAHASSEE

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EXHIBIT A
PLAN OF MERGER
OF
WHITE ROSE VENTURES, LLC
(a Florida limited liability company)
AND
LEF/CYPRESS LAKE, L.L.C.
(a Florida limited liability company)

W03-36135

L98-3057

I. THE PARTIES

The names of the entities planning to merge are White Rose Ventures, LLC, a Florida limited liability company ("Company") and LEF/Cypress Lake, L.L.C., a Florida limited liability company ("Surviving Entity").

II. TERMS AND CONDITIONS OF MERGER

- (a) Company shall be merged with and into Surviving Entity (the "Merger").
- (b) The Articles of Organization of Surviving Entity are not to be amended or changed by the Merger.

III. MANNER AND BASIS OF CONVERTING INTERESTS

On the Effective Date of the Merger, Company will be merged with and into Surviving Entity, whereupon the separate existence of Company will cease and Surviving Entity will be the surviving entity. On the Effective Date of the Merger, each membership interest of the Company's membership units issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and extinguished. From and after the Effective Date, except as otherwise agreed in writing between the Surviving Entity and the members of the Company, Surviving Entity will possess all the rights privileges and powers and will assume all of the liabilities, obligations and duties of Company. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date: (i) all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to Company shall continue to

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be held or shall be taken and deemed to be transferred to, and vested in Surviving Entity, without further act or deed, and (ii) all of the debts, liabilities, duties and obligations of Company shall continue to be or shall become the debts, liabilities, duties and obligations of Surviving Entity without further act or deed, and neither the rights of creditors nor any liens upon the property of Company shall be impaired by the Merger.

IV. EFFECTIVE DATE

The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

V. MANAGEMENT OF SURVIVING ENTITY

The name and address of the Manager of Surviving Entity is Leonard E. Friedman, One Greenway Plaza, Suite 850, Houston, Texas 77046.

LEF/CYPRESS LAKE, L.L.C

WHITE ROSE VENTURES, LLC

By: Leonard E. Friedman

Name: Leonard E. Friedman
Title: President and Manager

By: Leonard E. Friedman

Name: Leonard E. Friedman
Title: President and Manager

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Company and Surviving Entity by their authorized representatives as of September 27, 2004.

WHITE ROSE VENTURES, LLC

By: Leonard E. Friedman
Name: Leonard E. Friedman
Title: President and Manager

LEF/CYPRESS LAKE, L.L.C

By: Leonard F. Friedman
Name: Leonard F. Friedman
Title: President and Manager

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