

**L99000001297**

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**MERGER OR SHARE EXCHANGE**

COSCAN OCEAN POINT L.L.C.

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**L 99-1297**

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ARTICLES OF MERGER  
OF  
COSCAN OCEAN ASSOCIATES INC.  
and  
COSCAN OCEAN POINT L.L.C.

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L99000001297

Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, the domestic corporation and domestic limited liability company named herein adopt the following Articles of Merger:

**FIRST:** The merger of Coscan Ocean Associates Inc. with and into Coscan Ocean Point L.L.C. is permitted by and in compliance with the laws of Florida.


**SECOND:** The merger shall be effective upon filing with the Florida Department of State.

**THIRD:** The merger was adopted by written consent by the directors and shareholders of Coscan Ocean Associates Inc. on September 30, 1999, and adopted by the consent of the sole member of Coscan Ocean Point L.L.C. on September 30, 1999.

**FOURTH:** The surviving entity of merger is Coscan Ocean Point L.L.C., a Florida limited liability company.

IN WITNESS WHEREOF, said entities to this merger have caused these Articles of Merger to be signed this 30 day of September, 1999.

Coscan Ocean Associates Inc.

By:   
Albert C. Piazza, President

Coscan Ocean Point L.L.C.

By:   
Albert C. Piazza, President

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### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coscan Ocean Associates Inc.	Florida
Coscan Ocean Point L.L.C.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coscan Ocean Point L.L.C.	Florida

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

Coscan Ocean Associates Inc. shall be merged with and into Coscan Ocean Point L.L.C.

**FOURTH:**

The manner and basis of converting the interests, shares, obligations or other securities of Coscan Ocean Associates Inc. into the interests of Coscan Ocean Point L.L.C., the survivor, are as follows:

The shareholders of Coscan Ocean Associates Inc. shall receive proportionate interests in Coscan Ocean Point L.L.C. The acquired interests shall be subject to the identical restrictions and benefits as the shares of Coscan Ocean Associates Inc.

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**FIFTH:** The names and addresses of the managers are as follows:

The managers of Coscan Ocean Point L.L.C. shall be Albert C. Piazza and David Burris and their address is 20803 Biscayne Boulevard, Suite 103, Aventura, Florida 33180.

Coscan Ocean Associates Inc.

By:   
Albert C. Piazza, President

Coscan Ocean Point L.L.C.

By:   
Albert C. Piazza, President

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**BAKER  
&  
HOSTETLER LLP**  
COUNSELLORS AT LAW

SunTrust Center • Suite 2300 • 200 South Orange Avenue • Orlando, Florida 32801 • (407) 649-4000 • Fax (407) 841-0168

DATE: November 29, 1999

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COSCAN OCEAN ASSOCIATES INC., A FLORIDA CORPORATION

INTO

**COSCAN OCEAN POINT L.L.C.**, a Florida entity, L99000001297

File date: November 29, 1999

Corporate Specialist: Tammi Cline

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

