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Florida Department of State
Division of Corporations
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Division of Corporations
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
IMT VILLAGE LAKES PHASE I APARTMENTS LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

SEP 27 2010

EXAMINER

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: IMT Village Lakes Phase I Apartments LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 14, 2005

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: IMT Capital Village Lakes Apartments LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

N/A

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

SEE ATTACHMENT

Signature of a member or the authorized representative of a member

SEE ATTACHMENT

Typed or printed name of signer

Filing Fee: \$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IMT Village Lakes Phase I Apartments LLC,
a Delaware limited liability company

By: _____

Bryan Scher, Manager

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TALLAHASSEE, FLORIDA

Delaware

The First State

PAGE 1

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TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

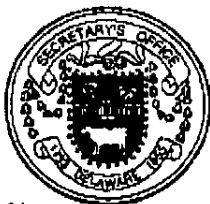
"IMT CAPITAL VILLAGE LAKES II APARTMENTS LLC", A DELAWARE LIMITED LIABILITY COMPANY,


WITH AND INTO "IMT VILLAGE LAKES PHASE I APARTMENTS LLC" UNDER THE NAME OF "IMT CAPITAL VILLAGE LAKES APARTMENTS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2010, AT 7:32 O'CLOCK P.M.

3911995 8100M

100932851

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8245761

DATE: 09-23-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:17 AM 09/22/2010
FILED 07:32 PM 09/22/2010
SRV 100932851 - 1911995 FILE

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

First: The name of the surviving limited liability company is IMT Village Lakes Phase I Apartments LLC, a Delaware limited liability company (the "Surviving LLC"). The jurisdiction in which the Surviving LLC was formed is Delaware.

Second: The name of the limited liability company being merged into the Surviving LLC is IMT Capital Village Lakes II Apartments LLC, a Delaware limited liability company (the "Disappearing LLC"). The jurisdiction in which the Disappearing LLC was formed is Delaware.

Third: The Agreement of Merger has been approved and executed by the Surviving LLC and the Disappearing LLC in the manner provided by law.

Fourth: The name of the Surviving LLC is IMT Village Lakes Phase I Apartments LLC.

Fifth: Section 1 of the Certificate of Formation of the Surviving LLC filed with the Delaware Secretary of State on January 13, 2005 is hereby amended in its entirety to read as follows:

1. The name of the limited liability company is IMT Capital Village Lakes Apartments LLC.

Sixth: The executed Agreement of Merger is on file at 15303 Ventura Boulevard, Suite 200, Sherman Oaks, California 91403, the principal place of business of the Surviving LLC.

Seventh: A copy of the Agreement of Merger will be furnished by the Surviving LLC on request, without cost, to any member of the Disappearing LLC or any person holding an interest in any other business entity which is to merge or consolidate.

[Signature on following page]

In Witness Whereof, the Surviving LLC has caused this certificate to be signed
by an authorized person on this 21st day of September, 2010.

Surviving LLC:

IMT Village Lakes Phase I Apartments LLC,
a Delaware limited liability company

By: _____

Bryan Scher, Manager

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10 SEP 24 AM 7:38
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TALLAHASSEE, FLORIDA