

Division of Corporations

M06000005656

Florida Department of State
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MERGER OR SHARE EXCHANGE

ACPRE PNL REALTY, L.L.C.

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11/1/2006

CERTIFICATE OF MERGER

BY AND BETWEEN

ACPRE PNL REALTY, L.L.C. # M06000005656

(A DELAWARE LIMITED LIABILITY COMPANY WHICH IS TO BE THE SURVIVOR ENTITY)

AND

PINE SUMMIT, LLC # L01000004121

(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PNL REALTY, L.L.C.)

THIS CERTIFICATE OF MERGER, dated this 1st day of November, 2006, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as amended (hereinafter referred to as the **Delaware Code**), and further pursuant to s. 608.4382 of the Florida Statutes (hereinafter referred to as the **Florida Code**), are entered into by and between the limited liability companies named in Articles FIRST and SECOND below, which are referred to herein collectively as the **Constituent Companies**.

FIRST: The name of the surviving limited liability company is **ACPRE PNL REALTY, L.L.C.**, a Delaware limited liability company (hereinafter referred to as **Successor**). The Successor registered to transact business in the State of Florida on October 13, 2006.

SECOND: The name of the limited liability company being merged into the surviving limited liability company is **PINE SUMMIT, LLC**, a Florida limited liability company (hereinafter referred to as **Pine Summit**).

THIRD: The Agreement and Plan of Merger attached hereto as **Exhibit A** and incorporated by reference herein (the **Plan**) was approved by Pine Summit in accordance with the applicable provisions of Chapter 608 of the **Florida Code**.

FOURTH: The Plan was approved by the Successor in accordance with the applicable provisions of the **Delaware Code**.

FIFTH: The merger shall become effective on November 1, 2006 (the **Effective Date**).

SIXTH: The Successor is not required to maintain a principal office in the State of Delaware. The Successor's principal office is located at 100 Crescent Court, Suite 1000, Dallas Texas 75201.

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SEVENTH: The Successor agrees to pay to any members of Pine Summit which have appraisal rights the amount to which such members are entitled under ss.608.4351-608.43595 of the Florida Code.

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IN WITNESS WHEREOF, the Constituent Companies have caused this
Certificate of Merger to be signed on their behalf as of the 1st day of November 2006.

ACPRE PNL REALTY, L.L.C.

By: ACPRE PNL HoldCo, L.L.C.,
a Delaware limited liability company
its sole and managing member

By: 
Name: Stephen Iorio
Title: Authorized Representative

PINE SUMMIT, LLC

By: ACPRE PNL HoldCo, L.L.C.,
a Delaware limited liability company
its sole and managing member

By: 
Name: Stephen Iorio
Title: Authorized Representative

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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ACPRE PNL REALTY, L.L.C.

(A DELAWARE LIMITED LIABILITY COMPANY WHICH IS TO BE THE SURVIVOR)

AND

PINE SUMMIT, LLC

(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PNL REALTY, L.L.C.)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (**Agreement**) is entered into effective November 1, 2006, by and between ACPRE PNL Realty, L.L.C., a Delaware limited liability company (which is sometimes referred to herein as the **Surviving Company**, or **ACPRE PNL**), and Pine Summit, LLC, a Florida limited liability company (which is sometimes referred to herein as the **Merged Company**, or **Pine Summit**).

Recitals

A. ACPRE PNL and Pine Summit agree to merge. The terms and conditions of the merger and the manner of carrying the merger into effect are as set forth in this Agreement.

B. ACPRE PNL was formed on October 11, 2006 under the laws of the State of Delaware, and 100% of its membership interests are held by ACPRE PNL HoldCo, L.L.C., a Delaware limited liability company (**HoldCo**).

C. Pine Summit was formed on March 16, 2001 under the laws of the State of Florida, and 100% of its membership interests are held by HoldCo.

D. ACPRE PNL and Pine Summit may under the laws of the States of Delaware and Florida be merged into a single limited liability company, and it is deemed to be in the best interests of such companies that they merge, pursuant to the provisions of the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act.

F. Following the merger, the sole member of the Surviving Company shall be HoldCo.

Now, therefore, ACPRE PNL and Pine Summit, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect, as follows:

1. Pine Summit hereby merges itself into ACPRE PNL, and Pine Summit shall be and hereby is merged into ACPRE PNL. ACPRE PNL shall be the Surviving Company.

2. The merger shall be effective for accounting purposes as of November 1, 2006 (**the Effective Date**).

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3. ACPRE PNL's Certificate of Formation as in effect on the Effective Date shall continue in full force and effect as the Surviving Company's Certificate of Formation.

4. ACPRE PNL's Limited Liability Company Agreement, as it exists on the Effective Date, shall continue as the Surviving Company's Limited Liability Company Agreement until the same shall be altered, amended, or repealed or until an amended and restated limited liability company agreement shall be adopted in accordance with the provisions of the Surviving Company's Certificate of Formation, or in the manner permitted by the Delaware Limited Liability Company Act.

5. ACPRE PNL's officers, as in office on the Effective Date, shall be the Surviving Company's officers, and shall serve until the next meeting of its sole member, HoldCo, or until their successors shall have been elected and qualified.

6. Immediately prior to the merger, HoldCo was the sole member of both ACPRE PNL and Pine Summit. On the Effective date, all of the membership interests in the Surviving Company shall continue to be held by HoldCo.

7. Upon the effective Date, the separate existence of the Merged Company shall cease and all the properties, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description of the Merged Company shall be transferred to, vested in, and devolve upon the Surviving Company without further act or deed, and all property, rights, and every other interest of the Surviving Company and the Merged Company shall be as effectively the property of the Surviving Company as they were of the Surviving Company and the Merged Company, respectively, and the title to any real estate, whether vested by deed or otherwise in the Merged Company, shall not revert or in any way be impaired by reason of the merger; but the Surviving Company shall thenceforth be liable for all debts, liabilities, obligations and duties of the Merged Company. The Merged Company hereby agrees from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merged Company acquired or to be acquired by reason of, or as a result of, the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merged Company and the proper officers and directors of the Surviving Company are fully authorized by and in the name of the Merged Company, or otherwise, to take any and all such action on behalf of the Merged Company.

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In witness whereof, ACPRE PNL Realty, L.L.C. and Pine Summit, LLC, pursuant to the approval and authority duly given by resolutions adopted by their respective members, have executed this Agreement and Plan of Merger as of November 1, 2006.

ACPRE PNL REALTY, L.L.C.

By: ACPRE PNL HoldCo, L.L.C.,
a Delaware limited liability company
its sole and managing member

By: 

Name: Stephen Lorio
Title: Authorized Representative

PINE SUMMIT, LLC

By: ACPRE PNL HoldCo, L.L.C.,
a Delaware limited liability company
its sole and managing member

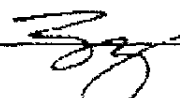
By: 

Name: Stephen Lorio
Title: Authorized Representative

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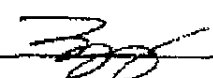
THIS IS TO CERTIFY that on this 30th day of October 2006, before me,
_____, Notary Public of the State of New York,
personally appeared Stephen Loria, personally known to me (or proved
on the basis of satisfactory evidence) to be the person whose name is subscribed to the foregoing
Agreement and Plan of Merger and acknowledged to me that he/she executed the same in his/her
authorized capacity as Authorized Representative of ACPRE PNL HoldCo, L.L.C., as the sole
and managing member of ACPRE PNL Realty, L.L.C.

WITNESS MY HAND AND OFFICIAL SEAL,


My commission expires: 01 Wb 608

THIS IS TO CERTIFY that on this 30th day of October 2006, before me,
_____, Notary Public of the State of New York,
personally appeared Stephen Loria, personally known to me (or proved on the
basis of satisfactory evidence) to be the person whose name is subscribed to the foregoing
Agreement and Plan of Merger and acknowledged to me that he/she executed the same in his/her
authorized capacity as Authorized Representative of ACPRE PNL HoldCo, L.L.C., as the sole
and managing member of Pine Summit, LLC.

WITNESS MY HAND AND OFFICIAL SEAL,


My commission expires: _____

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