

Division of Corporations

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MERGER OR SHARE EXCHANGE

NOBE BAY HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$67.50 85.00

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EXAMINER

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CERTIFICATE OF MERGER

OF

ICH 6700 INDIAN CREEK HOLDING, LLC,
a Florida limited liability company (the "Merging Entity"),

WITH AND INTO

NOBE BAY HOLDINGS, LLC,
a Delaware limited liability company (the "Surviving Entity")

The following Certificate of Merger is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

FIRST. The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ICH 6700 Indian Creek Holding, LLC	Florida	Limited Liability Company

SECOND. The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NoBe Bay Holdings, LLC	Delaware	Limited Liability Company

THIRD. Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving business entity in the Merger.

FOURTH. The Plan of Merger was approved and executed by the Merging Entity in accordance with Section 608.4381 of the Florida Act.

FIFTH. The Plan of Merger was approved and executed by the Surviving Entity in accordance with Section 18-209 of the Delaware Act.

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SIXTH. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

SEVENTH. Pursuant to the Plan of Merger, as of the Effective Date, the Certificate of Formation, as amended, of the Surviving Entity shall be the certificate of formation of the surviving business entity.

EIGHTH. The principal address of the Surviving Entity shall be 4949 S.W. 75th Avenue, Miami, Florida 33155. A copy of the Plan of Merger is on file at the principal address of the Surviving Entity and will be furnished by the Surviving Entity, on written request and without cost, to any member of the Merging Entity.

NINTH. The Surviving Entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595 of the Florida Act.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be signed this 27th day of September, 2011.

MERGING ENTITY:

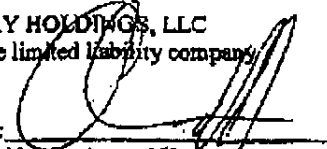
ICH 6700 INDIAN CREEK HOLDING,
LLC, a Florida limited liability company

By: NoBe Bay Holdings, LLC,
a Delaware limited liability
company, its Manager

By: 
Name: Amanda Karsenti
Title: Authorized Representative

SURVIVING ENTITY:

NOBE BAY HOLDINGS, LLC
a Delaware limited liability company

By: 
Name: Amanda Karsenti
Title: Authorized Representative

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UNANIMOUS WRITTEN CONSENT
OF
THE INVESTMENT COMMITTEE
OF
NOBE BAY HOLDINGS, LLC

The undersigned, being all of the members of the investment committee (the "Investment Committee") of NoBe Bay Holdings, LLC, a Delaware limited liability company (the "Company"), do hereby consent, pursuant to and in accordance with Section 7.1 of the operating agreement of the Company, dated June 13, 2011, to the adoption of, and hereby do adopt, the following resolutions and the actions specified therein:

WHEREAS, the Company is the sole member of ICH 6700 Indian Creek Holding, LLC, a Florida limited liability company (the "LLC"); and

WHEREAS, the Investment Committee deems it advisable and in the best interests of the Company for the LLC to be merged with and into the Company (the "Merger") in accordance with the Agreement and Plan of Merger substantially in the form attached hereto as Exhibit 1 (the "Plan of Merger").

NOW, THEREFORE, BE IT

RESOLVED, that the Merger and the Plan of Merger be, and they hereby are, approved, authorized and adopted in all respects;

RESOLVED, that Arnaud Korsenti and Iligo Ardid, each as an authorized representative of the Company (each, an "Authorized Representative") be, and each hereby is, authorized, empowered and directed to take all such further actions and/or steps (including, but not limited to, paying any and all expenses and amounts), on the Company's own behalf and/or in the Company's capacity as the sole member of the LLC, and hereby is, authorized, empowered and directed to execute and deliver the Plan of Merger, a Certificate of Merger and such other modifications, amendments, agreements, instruments, documents, consents, certificates, notices, applications and requests, in such Authorized Representative's sole discretion shall be deemed to be necessary, desirable and/or appropriate in order to fully carry out the intent and accomplish the purposes of the foregoing resolution;

RESOLVED, that the taking of any actions and/or steps authorized by any of the foregoing resolutions, and each of them, by or at the direction of an Authorized Representative, be, and it hereby is authorized and empowered to be, deemed conclusive proof of the approval thereof by the Investment Committee; and

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RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This Unanimous Written Consent may be executed in several counterparts or counterpart signature pages, and all so executed shall constitute one instrument notwithstanding that all of the undersigned are not signatories to the original thereof or the same counterpart or counterpart signature page. A facsimile or PDF of a signature to this Unanimous Written Consent shall be deemed and treated for all purposes of execution to be as valid as an original signature thereto.

[Signatures located on the next page.]

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IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in order to give their consent thereto effective as of the 27th day of September, 2011.

INVESTMENT COMMITTEE
MEMBERS:


Arnaud Karsenti


Rigo Ardid

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*[Signature Page to Unanimous Written Consent of the
Investment Committee of NoBo Bay Holdings, LLC]*

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of ICH 6700 Indian Creek Holding, LLC, a Florida limited liability company, having a mailing address of 1901 6th Avenue North-19th Floor, Birmingham, Alabama 35203 (the "Non-surviving Entity"), with and into NoBe Bay Holdings, LLC, a Delaware limited liability company (the "Surviving Entity"), having a mailing address of 4949 S.W. 75th Avenue, Miami, Florida 33155.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

Name of Entity**State of Formation**

ICH 6700 Indian Creek Holding, LLC

Florida

2. Surviving Entity. The name and jurisdiction of formation of the Surviving Entity are as follows:

Name of Entity**State of Formation**

NoBe Bay Holdings, LLC

Delaware

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of that certain Certificate of Merger by and between the Non-surviving Entity and the Surviving Entity with the Secretary of State of the State of Delaware (the "Effective Date").

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5. Treatment of Equity Interests.

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Florida Act and Section 18-209 of the Delaware Act.

7. Certificate of Formation of the Surviving Entity. The Certificate of Formation of the Surviving Entity, as amended, as in effect on the Effective Date shall be the certificate of formation of the surviving business entity.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 27th
day of September, 2011.

NON-SURVIVING ENTITY:

ICH 6700 INDIAN CREEK HOLDING, LLC,
a Florida limited liability company

By: NoBe Bay Holdings, LLC,
a Delaware limited liability company, its
Manager

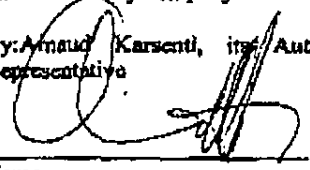
By: 
Name Arnaud Karsenti

Title: Authorized Representative

SURVIVING ENTITY:

NOBE BAY HOLDINGS, LLC
a Delaware limited liability company

By: Arnaud Karsenti, its Authorized
Representative

By: 
Name:
Title:

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