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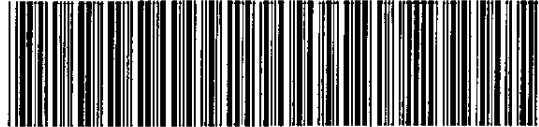
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ARTICLES OF MERGER

**JASMINE POINTE AT CARLTON LAKES, INC.
JASMINE POINTE II AT CARLTON LAKES, INC.
JASMINE POINTE III AT CARLTON LAKES, INC.
JASMINE POINTE AT CARLTON LAKES COMMONS, INC.**

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Pursuant to Section 617.1105 and 617.1106, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Jasmine Pointe at Carlton Lakes, Inc., Jasmine Pointe II at Carlton Lakes, Inc., Jasmine Pointe III at Carlton Lakes, Inc., and Jasmine Pointe at Carlton Lakes Commons, Inc., all Florida corporations not-for-profit, has been duly approved, as follows:

(a) By the Board of Directors of Jasmine Pointe at Carlton Lakes, Inc., at a meeting held JUNE 28, 2005, and by the membership of that Association at a membership meeting held AUGUST 22, 2005.

(b) By the Board of Directors of Jasmine Pointe II at Carlton Lakes, Inc., at a meeting held JUNE 28, 2005, and by the membership of that Association at a membership meeting held AUGUST 22, 2005.

(c) By the Board of Directors of Jasmine Pointe III at Carlton Lakes, Inc., at a meeting held JUNE 28, 2005, and by the membership of that Association at a membership meeting held AUGUST 22, 2005.

(d) By the Board of Directors of Jasmine Pointe at Carlton Lakes Commons Inc., at a meeting held JUNE 28, 2005, and by the membership of that Association at a membership meeting held AUGUST 22, 2005.

2. The surviving corporation shall be Jasmine Pointe at Carlton Lakes, Inc.

3. The merging corporations shall be Jasmine Pointe II at Carlton Lakes, Inc., Jasmine Pointe III at Carlton Lakes, Inc., and Jasmine Pointe at Carlton Lakes Commons, Inc.

4. As to Jasmine Pointe at Carlton Lakes, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 15 members in favor and 0 members opposed at the membership meeting of the surviving corporation on AUGUST 22, 2005.

5. As to Jasmine Pointe II at Carlton Lakes, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 7 members in favor and 0 members opposed at a meeting of the merging corporation held on AUGUST 22, 2005.

6. As to Jasmine Pointe III at Carlton Lakes, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 7 members in favor and 0 members opposed at a meeting of the merging corporation held on August 22, 2005.

7 As to Jasmine Pointe at Carlton Lakes Commons, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 4 members in favor and 0 members opposed at a meeting of the merging corporation held on August 22, 2005.

8. The Plan of Merger is attached herewith to these Articles of Merger as Exhibit "1".

9. The Articles of Incorporation of the surviving corporation are and shall be the Articles of Incorporation of the surviving corporation.

JASMINE POINTE AT CARLTON LAKES, INC.

By: *Al Farnon*
JASMINE POINTE III, President

(CORPORATE SEAL)

JASMINE POINTE II AT CARLTON LAKES, INC.

By: *Sandra Flayon*
JASMINE POINTE II, President

(CORPORATE SEAL)

JASMINE POINTE ^I AT CARLTON LAKES, INC.

By: *Thakia C. Lebe*
Jasmine Pt I, President

(CORPORATE SEAL)

JASMINE POINTE AT CARLTON LAKES COMMONS, INC.

By: *Al Farnon*
COMMONS, President

(CORPORATE SEAL)

PLAN OF MERGER

***JASMINE POINTE AT CARLTON LAKES, INC.
JASMINE PONTE II AT CARLTON LAKES, INC.
JASMINE POINTE III AT CARLTON LAKES, INC.
JASMINE POINTE AT CARLTON LAKES COMMONS, INC.***

WHEREAS, Jasmine Pointe at Carlton Lakes, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Jasmine Pointe I at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, originally recorded at O.R. Book 3628, Page 3742, *et. seq.*, of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Jasmine Pointe II at Carlton Lakes, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Jasmine Pointe II at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3614, Page 962, *et. seq.*, of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Jasmine Pointe III at Carlton Lakes, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Jasmine Pointe III at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3636, Page 2008, *et. seq.*, of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Jasmine Pointe at Carlton Lakes Commons, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the recreational facilities and other common facilities within the Jasmine Pointe Complex as more particularly described in the Declaration of Covenants thereof, recorded at O.R. Book 3614, Page 916, *et. seq.*, of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, the Boards of Directors of all of the four above-named corporations have met and determined that simplicity and economy of operation of the three Condominiums and the Commons will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes, the following plan of merger is hereby adopted.

1. Jasmine Pointe II at Carlton Lakes, Inc., a Florida not-for-profit corporation; Jasmine Pointe III at Carlton Lakes, Inc., a Florida not-for-profit corporation; and Jasmine Pointe at Carlton Lakes Commons, Inc., a Florida not-for-profit corporation; shall be the merging corporations, and Jasmine Pointe at Carlton Lakes, Inc., a Florida not-for-profit corporation, shall be the surviving corporation.

2. Subsequent to the merger, Jasmine Pointe II at Carlton Lakes, Inc., Jasmine Pointe III at Carlton Lakes, Inc., and Jasmine Pointe at Carlton Lakes Commons, Inc. will be subject to the Articles of Incorporation and By-Laws of Jasmine Pointe at Carlton Lakes, Inc., as amended.
3. Jasmine Pointe at Carlton Lakes, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Jasmine Pointe II at Carlton Lakes, Inc., Jasmine Pointe III at Carlton Lakes, Inc., and Jasmine Pointe at Carlton Lakes Commons, Inc.
4. The adoption of this plan of merger shall not be construed as a consolidation of the three Condominiums and the Commons operated by the merging corporations.
5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes.

By the Board of Directors of
Jasmine Pointe at Carlton Lakes, Inc.

By: *Shelia C. Lake*
JASMINE I, President

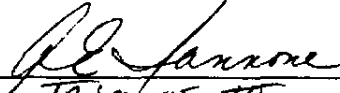
(Seal)

By the Board of Directors of
Jasmine Pointe II at Carlton Lakes, Inc.

By: *Sandra Flayor*
JASMINE II, President


(Seal)

By the Board of Directors of
Jasmine Pointe III at Carlton Lakes, Inc.

By: 
JASMINE III, President

(Seal)

By the Board of Directors of
Jasmine Pointe at Carlton Lakes Commons, Inc.

By: 
JASMINE COMMONS, President

(Seal)