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2005 APR 26 A 9 50



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April 25, 2005

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UNIVERSAL DEVELOPMENT OF FLORIDA, L.L.C.

100 SW Albany Avenue

Suite 110

Stuart, Florida 34994

Phone: (772) 463-0194

Facsimile: (772) 463-0195

Email: jchapman@universaldevelop.com

2005 04 25 A 9:50

RECEIVED
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

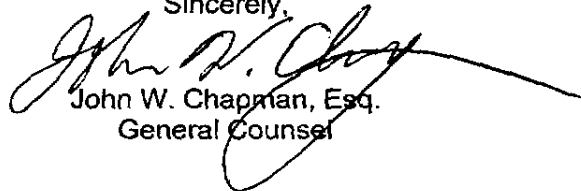
Re: Vizcay Developers, LLC

To whom it may concern:

Enclosed please find an original and one copy of Articles of Merger and a Plan of Merger, which merges Vizcay Developers, LLC, into its sole member Paramount Quality Homes Corp. We are also submitting herewith a check for \$68.75, which represents the filing fee for one corporation (\$35.00) and one limited liability company (\$25.00) along with an additional \$8.75 for a certified copy of the Articles of Merger and Plan of Merger.

If you have any questions, please do not hesitate to contact me at the number listed above.

Sincerely,


John W. Chapman, Esq.
General Counsel

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2005 APR 26 A 9:50

SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vizcay Developers, LLC 1597 South Port St. Lucie Blvd. Port St. Lucie, FL 34952	Florida	limited liability company

Florida Document/Registration Number: L04000047737
FEI Number: None

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Paramount Quality Homes Corp. 1597 South Port St. Lucie Blvd. Port St. Lucie, FL 34952	Florida	Corporation

Florida Document/Registration Number: P00000041357
FEI Number: 593646856

THIRD: The Plan of Merger, attached as Exhibit "A," meets the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and was approved by the entities that are parties to the merger in accordance with Chapters 607 and 608 of the Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited

partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State. A 9:50

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Signatures for Each Party:

Name of Entity

Vizcay Developers, LLC ("Merging Entity")

By: Paramount Quality Homes Corp., its sole and managing member

By: Martin Schaffer
Martin Schaffer, Vice President of Paramount Quality Homes Corp.

Paramount Quality Homes Corp. ("Surviving Entity")

By: Martin Schaffer
Martin Schaffer, Vice President of Paramount Quality Homes Corp.

STATE OF FLORIDA

COUNTY OF: Martin

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 25th day of April, 2005, by Martin Schaffer, Vice President of Paramount Quality Homes Corp., who did take an oath.

Check One:

☒ He is personally known to me; or
☐ He has produced _____ as identification.



Jennifer Costanza
My Commission DD367155
Expires October 31, 2008

Jennifer Costanza
NOTARY PUBLIC
Jennifer Costanza

(typed-printed or stamped name of Notary)

My Commission Expires OCT. 31, 2008

**PLAN OF MERGER FOR MERGING VIZCAY DEVELOPERS, LLC, INTO
PARAMOUNT QUALITY HOMES CORP.**

This Plan of Merger is made this 25th day of April, 2005, by and between Vizcay Developers, LLC, a Florida limited liability company, ("Merging Entity") and Paramount Quality Homes Corp., a Florida corporation, ("Surviving Entity"). The Merging and Surviving Entities are sometimes referred to in this Agreement as the "Constituent Entities."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the principal and registered office of the Surviving Entity is in the State of Florida located at 1597 SE Port St. Lucie Blvd., Port St. Lucie, Florida 34952; its Registered Agent at that address is Gerald F. Herrmann, Esq.

WHEREAS, the principal and registered office of the Merging Entity is in the State of Florida, located at 1597 SE Port St. Lucie Blvd., Port St. Lucie, Florida 34952; its Registered Agent at that address is Martin Schaffer;

WHEREAS, the Surviving Entity is the sole member of the Merging Entity; and

WHEREAS, the Directors of the Surviving Entity and the Managing Member of the Merging Entity deem it advisable and to the advantage of the Constituent Entities that the Merging Entity be merged into the Surviving Entity on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Plan of Merger, the Constituent Entities have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE I

The Constituent Entities hereby agree that the Merging Entity shall be merged with and into the Surviving Entity, and the Merging Entity and the Surviving Entity shall be a single corporation. The Surviving Entity shall be the corporation continuing after the merger, and the separate existence of the Merging Entity shall cease on the Effective Date of the Articles of Merger.

ARTICLE II

The manner and basis of converting the interests of the merged party, or the rights to acquire same, into the shares of the survivor, or the rights to acquire same, in whole or in part, are as follows: The certificates representing the membership interests of the Merging Entity shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Entity.

ARTICLE III

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This Plan of Merger complies with the applicable Florida Statutes as follows:

1. The Plan of Merger meets with the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and all other applicable laws, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608 of the Florida Statutes.
2. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

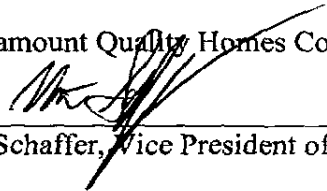
ARTICLE IV

This Plan of Merger shall become effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida.

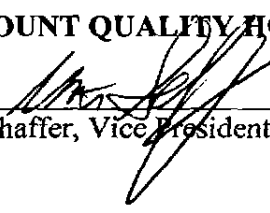
IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed to this Agreement, by their respective Managing Member and Vice President, who are duly authorized to enter into this Agreement by each of the Constituent Entities.

VIZCAY DEVELOPERS, LLC ("Merging Entity")

By: Paramount Quality Homes Corp., its sole and managing member

By: 
Martin Schaffer, Vice President of Paramount Quality Homes Corp.

PARAMOUNT QUALITY HOMES CORP. ("Surviving Entity")

By: 
Martin Schaffer, Vice President of Paramount Quality Homes Corp.