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P-41357

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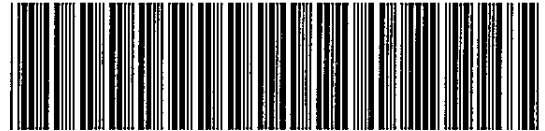
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06 APR 12 PM 12:16

U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

M. HODGES



April 10, 2006

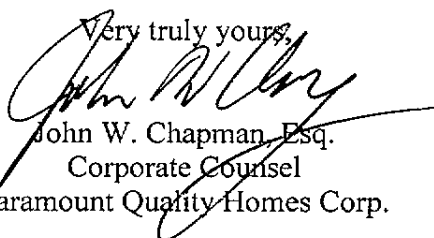
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Merger of Rotunda Meadows Investments, LLC, into Paramount Quality Homes Corp.

To whom it may concern:

Enclosed please find an original and one copy of Articles of Merger and Plan of Merger, which merges Rotunda Meadows Investments, LLC, into its sole member Paramount Quality Homes Corp. We are 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.

Thank you for your attention to this matter. If you have any questions please do not hesitate to contact me.

Very truly yours,

John W. Chapman, Esq.
Corporate Counsel
Paramount Quality Homes Corp.

Enclosures

PARAMOUNT QUALITY HOMES CORP.

1597 S.E. Port St. Lucie Blvd.
Port St. Lucie, FL 34952
Office: (772) 337-5080
Fax: (772) 337-9943

930 Malabar Road
Suite 2
Palm Bay, FL 32907
(321) 724-2515
Fax: (321) 724-2516

990 West Highway 50
Suite 101
Clermont, FL 34711
(352) 243-0374
Fax: (352) 243-5657

12497 South Tamiami Trail
Suite 1
North Port, FL 34287
(941) 426-3350
Fax: (941) 426-9928

88 Sunnyside Blvd., Suite 20
Plainview, N.Y. 11803
Office: (516) 349-8184
Fax: (516) 349-8187

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06 APR 12 PM 12:16

CLERK OF DISTRICT COURT
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>
Rotunda Meadows Investments, LLC 1597 SE Port St. Lucie Blvd. Port St. Lucie, Florida 34952	Florida	limited liability company

Florida Document/Registration Number: L05000095432
FEI Number: N/A

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.

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

Rotunda Meadows Investments, LLC ("Merging Entity")

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

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

Paramount Quality Homes Corp. ("Surviving Entity")

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

STATE OF FLORIDA

COUNTY OF: St. Lucie

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 10 day of April, 2006, 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.

[Signature]
NOTARY PUBLIC
NATHAN W. SCHMIEDEBERG
MY COMMISSION #DD344743
EXPIRES: AUG 08, 2008
Bonded through 1st State Insurance
(typed-printed or stamped name of Notary)
My Commission Expires

**PLAN OF MERGER FOR MERGING ROTUNDA MEADOWS INVESTMENTS, LLC,
INTO PARAMOUNT QUALITY HOMES CORP.**

This Plan of Merger is made this 10th day of April, 2006, by and between Rotunda Meadows Investments, 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."

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 John W. Chapman, Esq.;

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

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.

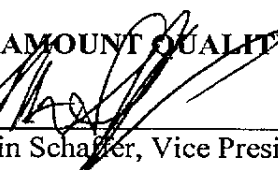
IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed to this Agreement, by their respective Managing Member and Vice President, who are duly authorized to enter into this Agreement by each of the Constituent Entities.

ROTUNDA MEADOWS INVESTMENTS, 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.