

JUL-13-05 10:32 From: AKERMAN SENTERFITT

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Division of Corporations

Page 1 of 1

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From:

Rosa Wong, Paralegal  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

Dear Filing Officer:

Please file the attached Articles of Merger with today's date (7/13/05). Thank you.

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MINTO KENNEDY GROVES, INC.

Certificate of Status	0
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H05000169178 3

**ARTICLES OF MERGER  
OF  
MINTO KENNEDY GROVES, LLC,  
a Florida Limited Liability Company  
WITH AND INTO  
MINTO KENNEDY GROVES, INC.,  
a Florida Corporation**

Pursuant to the provisions of Sections, 607.1109, 608.4382 and/or 620.203 of the Florida Statutes, MINTO KENNEDY GROVES, LLC, a Florida limited liability company, and MINTO KENNEDY GROVES, INC., a Florida corporation, do hereby adopt the following Articles of Merger:

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MINTO KENNEDY GROVES, LLC 4400 W. Sample Road, Suite 200 Coconut Creek, FL 33073	Florida	LLC
Florida Document/Registration Number: L02000016106		FEI Number: 01-053568
Minto Kennedy Groves, Inc. 4400 W. Sample Road, Suite 200 Coconut Creek, FL 33073	Florida	Corporation
Florida Document/Registration Number: P05000007520		FEI Number: 03-053566

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**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>
Minto Kennedy Groves, Inc. 4400 W. Sample Road, Suite 200 Coconut Creek, FL 33073	Florida	Corporation
Florida Document/Registration Number: P05000007520		FEI Number: 03-0552796

**THIRD:** The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

H05000169178 3  
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H05000169178 3

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of each domestic corporation, partnership limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.13.02, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

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

**ELEVENTH:** Signature(s) for each Party:

[SIGNATURES TO THIS AGREEMENT ARE CONTINUED ON THE FOLLOWING PAGE]

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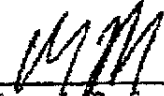
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**MERGING ENTITY:**


MINTO KENNEDY GROVES, LLC, a Florida  
limited liability company

By:   
Michael Greenberg, President

By:   
Harry L. Posin, Executive Vice President

**SURVIVING ENTITY:**

MINTO KENNEDY GROVES, INC., a Florida  
corporation

By:   
Michael Greenberg, President

By:   
Harry L. Posin, Executive Vice President

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**PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted and approved as of January 14, 2005 between MINTO KENNEDY GROVES, LLC, a Florida limited liability company (sometimes hereinafter defined as the "Merging Entity"), and MINTO KENNEDY GROVES, INC., a Florida corporation (sometimes hereinafter defined as the "Surviving Entity").

**RECITALS**

The sole member of the Merging Entity and the board of directors and sole shareholder of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective shareholder, directors and member that the Merging Entity be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth herein.

**ARTICLE I****The Merger**

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Business Corporation Act, as amended, and the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

**ARTICLE II****The Surviving Company**

At the Effective Time, the Articles of Incorporation of the Surviving Entity ("Articles of Incorporation"), as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity.

At the Effective Time, the Bylaws of the Surviving Entity ("Bylaws"), shall be the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Entity.

At the Effective Time, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

**ARTICLE III****Manner and Basis of Converting Membership Interests**

At the Effective Time, (i) all of the membership interest of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional shares of common stock of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding shares of common stock of the Surviving Entity shall remain outstanding, and the

H05000169178 3

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H05000169178 3

current sole shareholder of the Surviving Entity shall continue to own the same number of shares of common stock of the Surviving Entity as the sole shareholder did prior to the Effective Time.

#### ARTICLE IV

##### Approval

The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the respective members, managers, shareholders and directors (as applicable) of the Merging Entity and the Surviving Entity. The proper managers, members, shareholders and directors (as applicable) of the Merging Entity and the Surviving Entity, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

#### ARTICLE V

##### Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity and the Surviving Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity and the Surviving Entity shall become liabilities and obligations of the Surviving Entity.

#### ARTICLE VI

##### Effective Time

As used in this Plan of Merger, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger  
as of January 14, 2005.

MINTO KENNEDY GROVES, LLC, a Florida  
limited liability company

By: [Signature]  
Michael Greenberg, President

By: [Signature]  
Harry L. Posin, Executive Vice President

MINTO KENNEDY GROVES, INC., a Florida  
corporation

By: [Signature]  
Michael Greenberg, President

By: [Signature]  
Harry L. Posin, Executive Vice President

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