

CERTIFICATE OF MERGER

MERGING

FIDELITY MORTGAGE INVESTORS, a business trust organized under the laws of Massachusetts

INTO

LIFETIME COMMUNITIES, INC., a Delaware corporation

Lifetime Communities, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27th day of July, 1977 pursuant to the Corporation Law of the State of Delaware.

SECOND: That Fidelity Mortgage Investors is a business trust organized under the laws of the State of Massachusetts.

THIRD: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with 8 Del.C. §254(d).

FOURTH: That the name of the surviving corporation is Lifetime Communities, Inc.

FIFTH: That the certificate of incorporation of Lifetime Communities, Inc. as restated shall be the certificate of incorporation of the surviving corporation.

SIXTH: That an executed agreement of merger is on file at the principal place of business of Lifetime Communities, Inc., 661 Riverside Avenue, Jacksonville, Florida 32204.

SEVENTH: That a copy of the agreement of merger will be furnished by Lifetime Communities, Inc. on request and without

1175

4328 RV-2