

## MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

CNPJ/MF: 07.816.890/0001-53

NIRE: 33.3.0027840-1

Publicly-Held Company

Minutes of the Extraordinary General Meeting

Held On December 28, 2009

Drawn up in the Summary format

1. **Date, time and place:** August 26, 2009, 11 a.m., at the head office of **Multiplan Empreendimentos Imobiliários S.A.** (“Company”), in this City, at Av. das Américas, n. 4.200, block 2 – suite 501, Barra da Tijuca.
2. **Call notice and attendances:** Call notices were published in the Official Gazette of the State of Rio de Janeiro, in the editions of December 11, 14 and 15, 2009, on pages 12, 8 e 5, respectively, and in the Valor Econômico newspaper, in the editions of December 11, 14 e 15, 2009, on pages C4, B11 e C11, respectively.
3. **Attendance:** Shareholders representing more than 70% of the Company’s subscribed voting stock attended the meeting, as per signatures rendered on the Shareholders Attendance List.
4. **Board:** Chairman: Vitor Rogério da Costa; Secretary: Marcelo Vianna Soares Pinho
5. **Agenda:**
  - 5.1. Analyze, discuss and approve the Merger Protocol and Reason of its subsidiaries *Solução Imobiliária Participações e Empreendimentos Ltda.; Indústrias Luna S.A. e JPL Empreendimentos Ltda.* (“Merged Companies”), agreed by companies’ administrators at December 10, 2009, and in which the acquiring conditions of Merged Companies were determined;
  - 5.2. Ratify the specialized company hired, Apsis Consultoria Empresarial Ltda., with head office at Rua São José n.º 90, group 1802, State and City of Rio de Janeiro, enrolled at the Brazilian Corporate Taxpayers’ Registry (“CNPJ”) under No. 27.281.922/0001-70, liable to the appraisal of Merged Companies Net Worth Accounting and to the development of the respectively Financial Appraisal Reports;
  - 5.3. Analyze and approve the Financial Appraisal Reports developed by Apsis Consultoria Empresarial Ltda.;

- 5.4. Approve the merger of the Merged Companies by Multiplan; and
- 5.5. Authorize the Company's management to carry on all the necessary measures to accomplish the merger mentioned above.

**6. Resolutions:**

- 6.1. Firstly, were registered in minutes, by the Meeting Board, that the merger, mentioned on Agenda, were classified, by the Securities Commission (CVM), on Decision CVM n.º 559/08, therefore, some conditions regulated by Law n.º 6.404/76 and Normative Ruling CVM n.º 319/99, as determined on Ofício/CVM/SEP/GEA-3/N.º1045/09 were waived by hereof Government Corporation.
- 6.2. Approved by all attending shareholders, except by shareholder National Elevator Industry Pension Plan, who abstained from voting, and incorporate the Schedule I hereunder, independent from transcription, the Merger Protocol and Reason, by Company, of *Solução Imobiliária Participações and Empreendimentos Ltda.*, company with head office in this city, at Avenida das Américas n.º 4.200, Block 02, room 501, Barra da Tijuca, enrolled at the Brazilian Corporate Taxpayers' Registry ("CNPJ") under No. 49.936.446/0001-11, with its acts of incorporation registered at 4<sup>th</sup> Registry of deeds, documents and Companies of São Paulo, under nº 16.384, on 10.05.1978, registered under the enrollment nº 232.849 of Civil Registry of Legal Entities of Rio de Janeiro, according to the order of 10.12.08, ("Solução"); of *Indústrias Luna S.A.*, company with head office in this city, at Avenida das Américas n.º 4.200, block 02, room 501, Barra da Tijuca, enrolled at the Brazilian Corporate Taxpayers' Registry ("CNPJ") under No. 17.261.447/0001-17 ("Luna"), , with its acts of incorporation registered at Commercial Registry of Minas Gerais - JUCEMG, under nº 3130003986-2, by order of 10.03.1994, actually represented by NIRE 33.3.0028514-8, according to order of 26.12.07 of Commercial Registry of Rio de Janeiro - JUCERJA; and of *JPL Empreendimentos Ltda.*, company with head office in this city, at Avenida das Américas n.º 4.200, block 02, room 501, Barra da Tijuca, enrolled at the Brazilian Corporate Taxpayers' Registry ("CNPJ") under No. 08.878.525/0001-36, ("JPL"), with its acts of incorporation registered at Commercial Registry of Minas Gerais - JUCEMG, under nº 072005491, by order of 01.06.07, actually represented by NIRE 33.2.0806208-1, according to order of 27.02.08, of Commercial Registry of Rio de Janeiro - JUCERJA.
- 6.3. Ratified by all attending shareholders, except by shareholder National Elevator Industry Pension Plan, who abstained from voting, the nomination of Apsis Consultoria Empresarial Ltda., company with head office in this city, at Rua

São José n.º 90, group 1802, Centro, enrolled at the Brazilian Corporate Taxpayers' Registry ("CNPJ") under No. 27.281.922/0001-70, as the liable to development of Merged Companies' Financial Appraisal Reports.

6.4. Approved by all attending shareholders, except by shareholder National Elevator Industry Pension Plan, who abstained from voting, the Financial Appraisal Reports developed by Apsis Consultoria Empresarial Ltda., who, on base-date of November 30, 2009, appraised the Net Worth of Solução, Luna and JPL, according to Schedule II hereunder, respectively, who comes to be a constituent and inseparable part of this, independent from transcription.

6.4.1. The Merged Companies Net Worth Total Value were appraised, on base-date of November 30, 2009, at R\$ 74.352.085,57, being:

(a) the Solução's Net Worth, appraised on accountable values, at R\$ 1.912.383,61;

(b) the Luna's Net Worth, appraised on accountable values, at R\$ 55.687.645,60; e

(c) the JPL's Net Worth, appraised on accountable values, at R\$ 16.752.056,36.

6.4.2. Considering that Company holds 100% of Luna, JPL and Solução' capital stock, the acquiring of these companies shall not result in a Company' capital stock increase.

6.5. Approved by all attending shareholders, except by shareholder National Elevator Industry Pension Plan, who abstained from voting, the acquiring of Merged Companies, according to the Merger Protocol and Reason, as of schedule, being the Merged Company and succeed by Company, on a general title, on all its rights and obligations, and as an act of succession, all the Merged Companies assets and liabilities shall be incorporated to Company' Net Worth, including the Real Estates described on Schedule III hereunder.

6.5.1. Were decided that, by reason the approved merger, all capital stock quotas and shares of each Merged Company shall be canceled, as appropriate.

6.5.2. Any eventual equity changes occurred on assets of the Companies which were merged after November 30, 2009 shall be accounted, reflected and adjusted directly to the Company' assets.

- 6.6. Authorized by all attending shareholders, except by shareholder National Elevator Industry Pension Plan, who abstained from voting, the Company' Administrators to practice all acts which are necessary to accomplish the acquiring, by Company, of Merged Companies, including all the notices, registers and annotations of equity transfers, update of registration forms, including financial, and whatever that are necessary to carry out the operation described above.
7. **Closure:** The Chairman offered the speech to anyone who wanted to make use of it and, as nobody did, he declared the meeting adjourned for the time necessary to drawn up these present minutes, which were read, approved and duly signed by shareholders identified below and by the presiding board members who chaired the General Meeting.

Rio de Janeiro, December 28, 2009.

Multiplan Planejamento, Participações e Administração S.A.

---

p.p. Vitor Rogério da Costa

1700480 Ontario Inc.

---

p.p. Luciana Figueiras de Góis

José Isaac Peres

---

p.p. Marcelo Vianna Soares Pinho

Constituted as the attorney-in-fact of shareholders below:

---

Anali Penteadó Buratin

Norges Bank; Riversource Variable Series Trust – Threadneedle Variable Portfolio – Emerging Markets Fund; Riversource Global Series, Inc.– Threadneedle Emerging Markets Fund; Riversource Global Series, Inc – Threadneedle Global Equity Fund; Aberdeen Global Small Cap Fund; Australian Reward Investment Alliance; Morgan Stanley Investment Funds Latin American Equity Fund; Axa Premier Vip Trust – Multimanager Mid Cap Value Portfolio; Vanguard Investment Series, PLC; JAPAN TRUSTEE SERVICES BANL, LTD. como trustee da SUMITOMO TRUST & BANKING CO., LTD como trustee do MORGAN STANLEY LATIN AMERICA EQUITY FUND; The Boeing Company Employee Retirement Plans Master Trust; EQ Advisors Trust – EQ / Mid Cap Value PLUS Portfolio; T. Rowe Price Funds SICAV; Vanguard Total International Stock Index Fund, a Series of Vanguard Star Funds; Northern Trust Fiduciary Services (Guernsey) Limited, na qualidade de Fiduciária da Saudi Aramco Severance, Retiree Medical and Retirement Benefits Fund Trust (p.p. HSBC Corretora de Títulos e Valores Mobiliários Ltda.); Aberdeen Global – Emerging Markets Smaller Companies Fund; Aberdeen Canada - Emerging Markets Fund; Aberdeen Global - Emerging Markets Equity Fund; Abu Dhabi Retirement Pensions and Benefits Fund; Barclays Global Investors, N.A.; Bell Atlantic Master Trust; BGI Emerging Markets Strategic Insights Fund Ltd.; Caisse de dépôt et placement du Québec; Canadian Pacific Railway Company Pension Trust Fund; College Retirement Equities Fund; College of Applied Arts and Technology Pension Plan; Commonwealth Of Pennsylvania - Public School Employees Retirement System; Dimensional Funds II, Plc; Dimensional Funds, Plc; Driehaus Companies Profit Sharing Plan and Trust; Dupont and Related Companies Defined Contribution Plan Master Trust; Emerging Markets Equity Trust 4; Emerging Markets Index Funds E; Emerging Markets Sudan Free Equity Index Funds; Excel Latin America Fund; First Plaza Group Trust II; First Trust / Aberdeen Emerging Opportunity Fund; Florida Retirement System Trust Fund; General Conference Corporation of Seventh Day Adventist; Gordon E. and Betty I. Moore Foundation; Guidestone Funds; Halliburton Company Employee Benefit Master Trust; Ishares MSCI Brazil (Free) Index Fund; John Hancock Funds II: Emerging Markets Value Fund; John Hancock Funds II Global Real Estate Fund; Kansas Public Employees Retirement System; Lincoln Variable Insurance Products Trust – LVIP Mid-Cap Value Fund; McDermott Incorporated Master Trust; MUGC Lux Management S.A., que representa MU Aberdeen Fund, GEM2 Portfolio; National Elevator Industry Pension Plan; Nomura International Equity Umbrella – Emerging Equity Series 1; Northern Trust Luxembourg Management Company S.A., em nome de UNIVEST; Northern Trust Quantitative Fund Plc; Ontario Pension Board; Prudential Retirement Insurance and Annuity Company; Public Employee Retirement System Of Idaho; Rohm and Haas Master Trust; The Royal Bank of Scotland Plc. como Trustee de Newton Discovery Fund; Russell Investment Company Emerging Markets Fund; San Diego City Employees Retirement System; San Diego County Employees Retirement

Association; San Joaquin County Employees' Retirement Association; Schwab Global Real Estate Fund; State of California Public Employees Retirement System; State of Connecticut Retirement Plans & Trust Funds; State of New Mexico Educational Retirement Board; State of Wisconsin Investment Board Master Trust; State Street Emerging Markets; State University Retirement System; Teacher Retirement System of Texas; Teachers' Retirement System of the State of Illinois; The Advisor's Inner Circle Fund II – Aberdeen Emerging Markets Fund; General Board of Pension and Health Benefits of the United Methodist Church, Inc. in Missouri; Brazil MSCI Emerging Markets Index Common Trust Fund; The Honeywell International Inc. Master Retirement Trust; The Kresge Foundation; The Latin America Equity Fund, Inc; The Pension Reserves Investment Management Board; The State Teachers Retirement System of Ohio; Texas Education Agency; Thrivent Partner Emerging Markets Portfolio; Thrivent Partner Worldwide Allocation Fund; Thrivent Partner Worldwide Allocation Portfolio; Treasurer Of The State Of North Carolina Equity Investment Fund Pooled Trust; Vanguard Emerging Markets Stock Index Fund; Vanguard FTSE All World EX-US Small-Cap Index Fund Asovieif; Wellington Trust Company N.A.; Wells Fargo Advantage Emerging Markets Equity Fund; Wells Street Global Partners, LP; Wells Street Offshore Ltd (p.p. Citibank N.A.); Lone Sequoia, L P; Lone Spruce, L P; Lone Balsam, L P; Lone Dragon Pine, LP; Lone Himalayan Pine Master Fund, Ltd; Lone Cedar, Ltd; Lone Redwood, Lp (p.p. Banco Itaúbank S.A.)

## Schedule I

### Merger Protocol and Reason

## Schedule II

Financial Appraisal Reports of Solução, Luna and JPL





## Schedule III

Merged Companies' Real Estate to be transferred to Company as an act of Acquiring