

614650

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

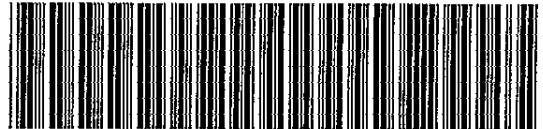
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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Merger
05/14/03
DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Brickell Townhouse, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Laurans A. Mendelson
(Name of person)

Brickell Townhouse, Inc.
(Name of firm/company)

825 Brickell Bay Drive, Suite 1643
(Address)

Miami, Florida 33131
(City/state and zip code)

For further information concerning this matter, please call:

Judith Vetter at (305) 374-1744
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brickell Townhouse, Inc.</u>	<u>Florida</u>	<u>614650</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Intal Corp.</u>	<u>Florida</u>	<u>G10827</u>
<u>The Terraces Apartments, Inc.</u>	<u>Florida</u>	<u>F10287</u>

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 28, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

**AGREEMENT OF MERGER BETWEEN INTAL CORP., THE TERRACES
APARTMENTS, INC. AND BRICKELL TOWNHOUSE, INC.**

THIS AGREEMENT OF MERGER, (this "Agreement") dated as of February 28, 2003, is entered into between Intal Corp., The Terraces Apartments, Inc. (the "Merging Corporations"), Florida corporations, and Brickell Townhouse, Inc. (the "Surviving Corporation"), a Florida corporation, in Miami-Dade County, Florida.

WITNESSETH

WHEREAS, the parties hereto desire that the Merging Corporations and Surviving Corporation shall merge upon the terms and conditions herein set forth and in accordance with the laws of the State of Florida;

WHEREAS, the parties hereto intend that this Agreement shall constitute a plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties agree as follows:

1. **Merger of Merging Corporations into Surviving Corporation.** On February 28, 2003, Merging Corporations shall be merged with and into Surviving Corporation (the "Merger") in accordance with Section 607.1101 of the FBCA, and the separate existence of the Merging Corporations shall thereupon cease and Surviving Corporation shall be the surviving corporation. The corporate existence of the Surviving Corporation, with all its rights, privileges, powers and franchises and subject to all its debts, liabilities and duties (except to the extent otherwise provided herein), shall continue unaffected and unimpaired by the Merger, and Surviving Corporation shall thereupon without further action, succeed to and be vested with all rights, privileges, powers and franchises and all property (real, personal and mixed) of Merging Corporations and shall be subject to all debts, liabilities and duties of Merging Corporations all in accordance with the FBCA.
2. **By-Laws.** The By-Laws of the Surviving Corporation, as amended and in effect immediately prior to the Merger, shall continue in full force and effect as the By-Laws of Surviving Corporation until amended or repealed as provided therein or by law.
3. **Directors.** At the time of Merger, each director of Surviving Corporation immediately prior thereto shall continue to hold such office following the Merger and shall thereafter hold such office for the remainder of his term and until his successor has been elected and qualified, or as otherwise provided in the Articles of Incorporation or the By-Laws of the Surviving Corporation or by law.
4. **Officers.** Upon the Merger, each officer of the Surviving Corporation immediately prior thereto shall continue to hold such office and shall thereafter hold such

office for the remainder of his or her term of office and until his or her successor is elected, appointed or qualified or as otherwise provided in the Articles of Incorporation or the By-Laws of the Surviving Corporation or by law.

5. **Conversion.** At the time of Merger, the stock transfer books for the shares of Merging Corporations common stock will be converted to Surviving Corporation common stock, \$1.00 par value, and shall be deemed closed, no transfer of such shares thereafter be made or consummated.

6. **Valid Issue.** No additional shares of Surviving Corporation common stock are required to be issued and delivered pursuant to this Agreement, since the Surviving Corporation is the sole shareholder of each of the Merging Corporations.

7. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by its respective shareholders, has caused this Agreement to be executed by a duly authorized officer thereof as of the date first above written.

Brickell Townhouse, Inc.

BY: 

Laurans A. Mendelson
President

Intal Corp.

BY: 

Laurans A. Mendelson
President

The Terraces Apartments, Inc.

BY: 

Laurans A. Mendelson
President

**UNANIMOUS WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
THE TERRACES APARTMENTS, INC. IN LIEU OF A MEETING**

The undersigned shareholders of The Terraces Apartments, Inc. (the "Company"), hereby consent to the following actions in lieu of a meeting, pursuant to Florida Statutes.

WHEREAS, the undersigned shareholders of the Company desire that the Company shall merge with Brickell Townhouse Inc. and that Brickell Townhouse, Inc. shall be the surviving corporation.

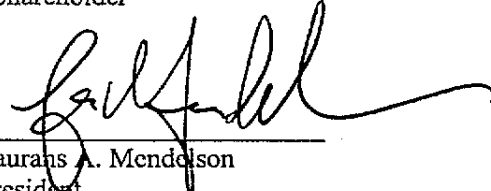
NOW THEREFORE, the shareholders of the Company adopt the following resolution:

RESOLVED, the undersigned shareholders hereby approve the Agreement and Plan of Merger attached as Exhibit A hereto (the "Agreement"); and be it further

RESOLVED, that the President of the Company and each officer of the Company, is, and each hereby are, authorized to take any and all action which they deem appropriate, required, necessary or advisable to complete the Merger as described in the Agreement, including, but not limited to, executing the Agreement, making any filings with any agency and issuance of certificates representing share interests.

IN WITNESS WHEREOF, the undersigned shareholders of the Company have executed this unanimous written consent as of this 28th day of February, 2003.

Brickell Townhouse, Inc.
Sole Shareholder

BY: 

Laurans A. Mendelson
President

**UNANIMOUS WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
INTAL CORP. IN LIEU OF A MEETING**

The undersigned shareholders of Intal Corp. (the "Company"), hereby consent to the following actions in lieu of a meeting, pursuant to Florida Statutes.

WHEREAS, the undersigned shareholders of the Company desire that the Company shall merge with Brickell Townhouse Inc. and that Brickell Townhouse, Inc. shall be the surviving corporation.

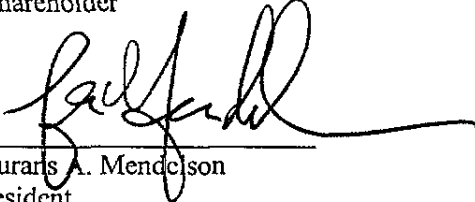
NOW THEREFORE, the shareholders of the Company adopt the following resolution:

RESOLVED, the undersigned shareholders hereby approve the Agreement and Plan of Merger attached as Exhibit A hereto (the "Agreement"); and be it further

RESOLVED, that the President of the Company and each officer of the Company, is, and each hereby are, authorized to take any and all action which they deem appropriate, required, necessary or advisable to complete the Merger as described in the Agreement, including, but not limited to, executing the Agreement, making any filings with any agency and issuance of certificates representing share interests.

IN WITNESS WHEREOF, the undersigned shareholders of the Company have executed this unanimous written consent as of this 28th day of February, 2003.

Brickell Townhouse, Inc.
Sole Shareholder

BY: 
Laurals A. Mendelson
President