



A02000000286

ACCOUNT NO. : 072100000032

REFERENCE : 422128 9725B

AUTHORIZATION :

COST LIMIT : \$ 130.00

Patricia Pyjts

ORDER DATE : February 28, 2002

ORDER TIME : 10:0 AM

700005040147--0

ORDER NO. : 422128-020

CUSTOMER NO: 9725B

CUSTOMER: Ms. Jeanne L. Seewald
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

ARTICLES OF MERGER

HORSE CREEK PROPERTIES, LLC

INTO

HORSE CREEK PROPERTIES, LTD.

RECEIVED
02 MAR -4 AM 10:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 MAR -4 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Janna Wilson

ARTICLES OF MERGER
Merger Sheet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGING:

HORSE CREEK PROPERTIES, LLC (L99000006975), A FLORIDA LLC

INTO

HORSE CREEK PROPERTIES, LTD., a Florida entity, A02000000286

File date: March 4, 2002

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 130.00

ARTICLES OF MERGER
OF
HORSE CREEK PROPERTIES, LLC,
a Florida limited liability company
into
HORSE CREEK PROPERTIES, LTD.,
a Florida limited partnership

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TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the §§ 608.438-608.4383 and §§ 620.201-620.205, Florida Statutes.

1. These Articles of Merger are being filed to effect the merger of the following entities:

A. Horse Creek Properties, LLC
A Florida limited liability company
Date of Organization: October 22, 1999

299 00000 6975

B. Horse Creek Properties, Ltd.
A Florida limited partnership
Date of Organization: March 4, 2002

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2. The name of the surviving entity is Horse Creek Properties, Ltd., a Florida limited partnership (the "Surviving Entity").

3. The name of the merging entity is Horse Creek Properties, LLC, a Florida limited liability company (the "Merging Entity").

4. The Plan of Merger, attached hereto as Exhibit A, meets the requirements of §§ 608.438-608.4383 and §§ 620.201-620.205, Florida Statutes, and was approved by all the managers and members of the limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes, and by all the general and limited partners of the limited partnership

that is a party to the merger in accordance with the applicable provisions of Chapter 620, Florida Statutes.

5. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State; or (2) March 4, 2002.

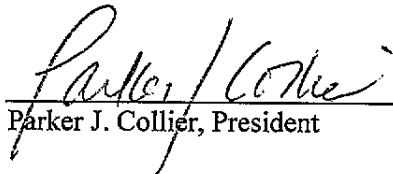
Dated to be effective the 4th day of March, 2002

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TALLAHASSEE, FLORIDA

SURVIVING ENTITY:


HORSE CREEK PROPERTIES, LTD., a Florida
limited partnership

By: PJC & Associates, Inc., a Florida corporation,
General Partner

By: 
Parker J. Collier, President

MERGING ENTITY:

HORSE CREEK PROPERTIES, LLC, a Florida limited
liability company

By: 
Joseph I. Perkovich, Manager and
authorized representative of a Member

PLAN OF MERGER

This plan of merger dated to be effective March 4, 2002, between Horse Properties, Ltd., the surviving entity (the "Surviving Entity"), and Horse Creek Properties, Ltd., the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§608.438 - 608.4383 and §§620.201-620.205.

A. Surviving Entity (Domestic Limited Partnership). The Surviving Entity is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103.

B. General Partner of Surviving Entity. The sole general partner in the Surviving Entity is and shall continue to be PJC & Associates, Inc., a Florida for profit corporation, with an address at 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103.

C. Merging Entity (Domestic Limited Liability Company). Merging Entity is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103.

D. Terms of Merger, Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. The General Partner and the limited partners in the Surviving Entity own as such percentage interests in the Merging Entity which are in each case equal to such persons' percentage ownership interests as members in the Merging Entity. Following the merger, the General Partner shall continue to own the same partnership interest in the Surviving Entity. Each other member of the Merging Entity shall continue to own a percentage interest in the Surviving Entity as a limited partner equal to the percentage interest formerly held as a member of the Merging Entity. Accordingly, no additional issuance of units or interests in the Surviving Entity, or other action to convert interests in the Merging Entity into interests in the Surviving Entity, shall be necessary or shall take place as part of the Merger. The membership interests in the Merging Entity shall be cancelled and the former members of the Merging Entity shall continue to be general partner or limited partner, as the case may be, in the Surviving Entity, with no further action required.

E. Terms of Merger: Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Certificate and Agreement of Limited Partnership. The certificate of limited partnership of the Surviving Entity filed with the Florida Secretary of State shall continue to be its certificate of limited partnership following the effective date of the merger. The agreement of limited partnership of the Surviving Entity shall continue to be its agreement of limited partnership following the effective date of the merger.

G. Filing. The general partner of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of

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each county in the State of Florida in which real property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

H. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed by the Florida Department of State; or (2) March 4, 2002.

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