

A02 000000740

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**MICHAEL S. WEINER
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JASON S. MANKOFF**

OF COUNSEL:
ROBERT MARC SCHWARTZ, P.A.
Florida Bar Board Certified
Real Estate Lawyer

July 2, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Article of Merger and Plan of Merger
Second El Rancho Verde
Our File No.: LICB002**

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-07/09/02--01011--015
****105.00 ****105.00

Dear Sir/Madam

Enclosed please find a check in the amount of One Hundred Five and 00/100 (\$105.00) Dollars payable to the Florida Department of State and the original signed Articles of Merger and Plan of Merger for Second El Rancho Verde, a California limited partnership and the surviving party El Rancho Verde #3, Ltd., a Florida limited partnership

Please contact me should you need any additional information.

Very truly yours,


Jason Mankoff
JSM:vf
Enclosures

cc: Michael S. Weiner, Esquire
Sheldon Silverberg, Esquire (via telecopier)
G:\LICB002\Letter Division of Corporation.June27.wpd

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

A02-740
OK

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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>
1. El Rancho Verde #3, Ltd. 102 N. Swinton Avenue Delray Beach, FL 33444	Florida	Limited Partnership

Florida Document/Registration Number: A02000000740 FEI Number: Applied for

2. Second El Rancho Verde 5190 N.W. 167 St. Miami Lakes, FL 33014	California	Limited Partnership
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Florida Document/Registration Number: _____ FEI Number: Applied For

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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>
El Rancho Verde #3, Ltd. 102 N. Swinton Avenue Delray Beach, FL 33444	Florida	Limited Partnership

Florida Document/Registration Number: A02000000740 FEI Number: Applied for

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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) 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) 607.1302, 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.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with 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:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
El Rancho Verde #3, Ltd.		
By: Jennie Too, Inc.		
Its: General Partner		
By: <u><i>Jennie Too</i></u>		
Its: <u><i>President</i></u>		
Second El Rancho Verde		
By: Jennie Too, Inc.		
Its: General Partner		
By: <u><i>Jennie Too</i></u>	<u><i>Jennie Too</i></u>	
Its: <u><i>President</i></u>		

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
El Rancho Verde #3, Ltd.	Florida Limited Partnership
Second El Rancho Verde	California Limited Partnership

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
El Rancho Verde #3, Ltd.	Florida Limited Partnership

THIRD: The terms and conditions of the merger are as follows:

Issuance of identical partnership interest in surviving party for partnership interest owned in merging party.

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TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests of the partners in the merging party are identical to the interests in the surviving party and upon surrender of the partnership interests of the partners in the merging party, the partners shall have the same interests in the surviving party.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire. All interest shall be merged immediately.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Jennie Too, Inc., a New York corporation authorized to do business in the State of Florida
c/o Scarsdale
Room 520
1359 Broadway
New York, NY 10018

If General Partner is a Non-Individual,
Florida Document/Registration Number
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TALLAHASSEE, FLORIDA
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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

This merger is in accordance with California Corporations Code Section 15678.1 - 15678.9, including 15678.1.(2) which states if a foreign limited partnership is the survivor of the merger, the law of jurisdiction under which the survivor is organized authorized that merger.

EIGHTH: Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)


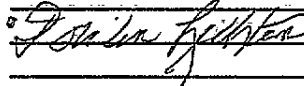
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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
El Rancho Verde #3, Ltd. By: Jennie Too, Inc. Its: General Partner		
By: Its: <u>President</u>		
Second El Rancho Verde By: Jennie Too, Inc. Its: General Partner		
By: Its: <u>President</u>		

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
Merger Sheet

MERGING:

SECOND EL RANCHO VERDE, a non qualified California entity

into

EL RANCHO VERDE #3, LTD., a Florida entity A02000000740

File date: July 5, 2002

Corporate Specialist: Tammi Cline