

A94000000504

Florida Department of State
Division of Corporations
Public Access System

Refaxed

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000110020 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380 ³

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

07003

FAXED BY *[Signature]*
DATE *5/20/04* TIME *4:10* AM/PM

RECEIVED

04 MAY 26 PM 1:43

DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE**DADELAND STATION ASSOCIATES, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

\$157.50

FILED
2004 MAY 20 AM 9:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

FAXED BY *[Signature]*
DATE *5/20/04* TIME *5:41* AM/PM

ERP

*** TRANSMISSION REPORT ***

PRINT TIME 05/20 '04 16:11 ID:BILZIN,SUMBERG

FAX:3053747593

U*****2AN 181 L

TIMER--:--

FILE START	MODE	LOCATION	STORE	TX/RX	TOTAL	CODE
No. TIME			PAGE	PAGE	TIME	
128 05/20 18:10 TX		1514#13708##18502050380	4	4/ 0	01'28"	OK

ERROR PAGE=

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000110020 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850) 205-0380

From: **07003**
 Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
 Account Number : 075350000132
 Phone : (305) 374-7560
 Fax Number : (305) 350-2446

FILED
 2004 MAY 20 AM 9:33
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

DADELAND STATION ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

Electronic Filing Menu

Corporate Filing

Public Access Menu

EPJ

H04000110020

ARTICLES OF MERGER

DADELAND STATION ASSOCIATES, LTD., a Florida limited partnership (the "Surviving Limited Partnership"), and DADELAND STATION ASSOCIATES 2, LTD., a Florida limited partnership (the "Non-Surviving Limited Partnership"), hereby state that and certify as follows, for the purposes of effecting a Merger between them, pursuant to Section 620.201 of the Florida Partnership Laws:

1. Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan") between the Non-Surviving Limited Partnership and the Surviving Limited Partnership;
2. The Plan has been approved by the Surviving Limited Partnership and the Non-Surviving Limited Partnership in accordance with the applicable provisions of Chapter 620 of the Florida Statutes; and
3. The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of May 20, 2004.

SURVIVING LIMITED PARTNERSHIP:

Dadeland Station Associates, Ltd., a Florida limited partnership

By: Dadeland Depot, Inc., a Florida corporation, its general partner

By: 
Jeffrey Berkowitz, President

NON-SURVIVING LIMITED PARTNERSHIP

Dadeland Station Associates 2, Ltd., a Florida limited partnership

By: Dadeland Depot, Inc., a Florida corporation, its general partner

By: 
Jeffrey Berkowitz, President

FILED
2004 MAY 20 AM 9:33
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

H04000110020

AGREEMENT AND PLAN OF MERGER

AP20000001545
This Agreement and Plan of Merger (this "Agreement") relates to the merger of DADELAND STATION ASSOCIATES 2, LTD., a Florida limited partnership (the "Non-Surviving Limited Partnership"), with and into DADELAND STATION ASSOCIATES, LTD., a Florida limited partnership (the "Surviving Limited Partnership"). *A940000000504*

WITNESSETH:

WHEREAS, the Surviving Limited Partnership and the Non-Surviving Limited Partnership wish to enter into a merger agreement according to which the Non-Surviving Limited Partnership will merge with and into the Surviving Limited Partnership, and the Surviving Limited Partnership will be the surviving limited partnership.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. On the Effective Date (as defined below), the Non-Surviving Limited Partnership shall merge with and into the Surviving Limited Partnership (the "Merger"). Immediately following the Merger, the Surviving Limited Partnership shall continue as the surviving limited partnership and the separate existence of the Non-Surviving Limited Partnership shall cease. As of the Effective Date, all assets of the Non-Surviving Limited Partnership shall vest in Surviving Limited Partnership and all liabilities of the Non-Surviving Limited Partnership shall become obligations of the Surviving Limited Partnership.

2. Terms and Conditions. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of the State of Florida (the "Effective Date") and shall have the effects set forth in Section 620.204 of the Florida Partnership Laws.

3. Certificate of Limited Partnership. The certificate of limited partnership of the Surviving Limited Partnership immediately prior to the Effective Date shall be the certificate of limited partnership of the surviving limited partnership immediately after the Effective Date.

4. Limited Partnership Agreement. The limited partnership agreement of the Surviving Limited Partnership immediately prior to the Effective Date shall be the limited partnership agreement of the surviving limited partnership immediately after the Effective Date.

5. Conversion of Partnership Interests.

(a) Each general partnership interest and each limited partnership interest of the Non-Surviving Limited Partnership immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and cease to exist, subject to paragraphs (b) and (c) below.

(b) Each general partnership interest and right to acquire general partnership interests in the Non-Surviving Limited Partnership immediately before the Effective Date shall,

H04000110020

H04000110020

by virtue of the Merger, be converted into a general partnership interest, or a right to acquire general partnership interests, in the same percentage ownership, of the Surviving Limited Partnership immediately after the Effective Date.

(c) Each limited partnership interest and right to acquire limited partnership interests in the Non-Surviving Limited Partnership immediately before the Effective Date shall, by virtue of the Merger, be converted into a limited partnership interest, or a right to acquire limited partnership interests, in the same respective percentage ownership, of the Surviving Limited Partnership immediately after the Effective Date.

6. General Partner of Surviving Limited Partnership. The name of the General Partner of the Surviving Limited Partnership is Dadeland Depot, Inc., a Florida corporation, and its business address is 2665 Bayshore Drive, Suite 1200, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 20, 2004.

SURVIVING LIMITED PARTNERSHIP:

Dadeland Station Associates, Ltd., a Florida limited partnership

By: Dadeland Depot, Inc., a Florida corporation, its general partner

By: 
Jeffrey M. Berkowitz, President

NON-SURVIVING LIMITED PARTNERSHIP

Dadeland Station Associates 2, Ltd., a Florida limited partnership

By: Dadeland Depot, Inc., a Florida corporation, its general partner

By: 
Jeffrey M. Berkowitz, President

FILED
MAY 20 AM 9:33
SECTION OF CORPORATIONS
TALLAHASSEE, FLORIDA