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FORM GREENBERG TRAU... 6

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Job-488

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588852

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Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

Please return to Beth Gdanski (FAX) (561) 994-8898

MERGER OR SHARE EXCHANGE

THE OAKS, PHASE II, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BREVARD COUNTRY CLUB APTS., INC., a Florida corporation. document
number F34183

INTO

THE OAKS, PHASE II, INC., a Florida entity, S88852

File date: June 19, 2000

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
OF
BREVARD COUNTRY CLUB APTS., INC.
(a Florida Corporation)
INTO
THE OAKS, PHASE II, INC.
(a Florida Corporation)**

FILED
00 JUN 19 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1105, Florida Statutes, these Articles of Merger provide that:

1. BREVARD COUNTRY CLUB APTS., INC., a Florida corporation (the "Merged Corporation"), shall be merged with and into THE OAKS, PHASE II, INC., a Florida corporation. THE OAKS, PHASE II, INC. shall be the surviving corporation in the merger (the "Surviving Corporation").
2. The merger shall become effective upon filing (the "Effective Date").
3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.
4. The Plan of Merger has been submitted to the shareholders of the Surviving Corporation and the Merged Corporation for their consent and approval in accordance with §607.1103 of the Florida Business Corporation Act on June 14, 2000 and has been adopted and approved in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed by their respective officers this 14th day of June, 2000.

THE OAKS, PHASE II, INC., a Florida corporation

By: Ida Kirsner
Ida Kirsner, President

BREVARD COUNTRY CLUB APTS., INC., a Florida corporation

By: Hyman A. Kirsner
Hyman A. Kirsner, President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

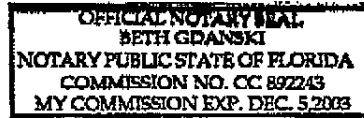
The foregoing instrument was acknowledged before me this 14th day of June, 2000 by Ida Kirsner, as President of The Oaks, Phase II, Inc., a Florida corporation, on behalf of the corporation.

[NOTARIAL SEAL]

Notary: Beth Gdanski
Print Name: BETH GDANSKI
Notary Public, State of Florida
My commission expires: _____

Personally Known OR Produced Identification
Type of Identification Produced: _____

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)



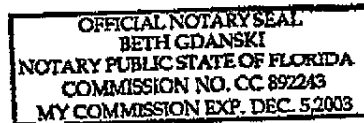
The foregoing instrument was acknowledged before me this 14th day of June, 2000 by Hyman A. Kirsner, as President of Brevard Country Club Apts., Inc., a Florida corporation, on behalf of the corporation.

[NOTARIAL SEAL]

Notary: Beth Gdanski
Print Name: BETH GDANSKI
Notary Public, State of Florida
My commission expires: _____

Personally Known OR Produced Identification
Type of Identification Produced: _____

WPS/GDANSKI/275022/SW78011.DOC/K14/00



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 14th day of June, 2000, by and between **BREVARD COUNTRY CLUB APTS., INC.**, a Florida corporation (hereinafter sometimes referred to as the "Merged Corporation") and **THE OAKS, PHASE II, INC.**, a Florida corporation (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation being hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Corporation in a manner which conforms to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Corporation shall merge into the Surviving Corporation in accordance with the laws of the State of Florida.
2. **Effective Date.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date").
3. **Rights of the Surviving Corporation.** Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall be unimpaired; the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Corporations; and all debts, liabilities and obligations of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the

Constituent Corporations; and (d) without limitation of the foregoing provisions of this Section 3, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Corporations.

4. **Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain the officers and directors of the Surviving Corporation.

5. **Designation and Number of Outstanding Shares.** The designation and number of outstanding shares of each class and series of stock are as follows:

a. The Merged Corporation has one hundred (100) shares of authorized common stock and fifty (50) shares are issued and outstanding; and

b. The Surviving Corporation has one hundred (100) shares of authorized common stock and fifty (50) shares are issued and outstanding.

6. **Effect of the Merger Upon the Shares of the Constituent Corporations.** On the effective date of the merger and without any action on the part of parties or otherwise, each issued and outstanding share of stock in the Merged Corporation shall be converted into the right to receive one share of common stock of the Surviving Corporation.

7. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

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

10. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

THE OAKS, PHASE II, INC., a Florida corporation

By: *Ida Kirsner*
Ida Kirsner, President

BREVARD COUNTRY CLUB APTS., INC., a Florida corporation

By: *Hyman A. Kirsner*
Hyman A. Kirsner, President