

302071



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 396808

AUTHORIZATION :

COST LIMIT : \$ 139.75

ORDER DATE : October 4, 1999

ORDER TIME : 12:53 PM

ORDER NO. : 396808-035

CUSTOMER NO: 4141A

CUSTOMER: Lissette Stancioff, Esq
Gunster Yoakley Valdes-fauli &
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

ARTICLES OF MERGER

FORTE TOWERS SOUTH, INC.

INTO

FORTE TOWERS SOUTH (DEL.),
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (NEED 8 CERTIFIED COPIES)
PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DRR
11/8/99

FILED
99 NOV -3 PM 2:30
TALLAHASSEE, FLORIDA
STATE
MERGER

500003034425-8

RECEIVED
99 NOV -3 PM 1:45
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORTE TOWERS SOUTH, INC., a Florida corporation 302071
,

INTO

FORTE TOWERS SOUTH (DEL.), INC., a Delaware corporation not qualified in
Florida

File date: November 3, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 140.00

ARTICLES OF MERGER
FOR
FORTE TOWERS SOUTH, INC.
AND
FORTE TOWERS SOUTH (DEL.), INC.

FILED
99 NOV -3 3PM 2630
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0120, 607.1101, 607.1103, 607.1105, 607.1107, 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act, Section 252 and other applicable provisions of the Delaware General Corporation Law, **FORTE TOWERS SOUTH, INC.** ("TOWERS SOUTH"), a Florida corporation, and **FORTE TOWERS SOUTH (DEL.), INC.** ("TOWERS SOUTH (DEL.)"), a Delaware corporation, hereby adopt the following Articles of Merger.

I.

PLAN OF MERGER

The following plan of merger has been approved by the parties to the merger:

1. **Merger.** This instrument sets forth the plan of merger of TOWERS SOUTH and TOWERS SOUTH (DEL.).

2. **Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, on the date on and as the Effective Date, as hereinafter set forth, TOWERS SOUTH shall be merged with and into TOWERS SOUTH (DEL.). The separate corporate existence of TOWERS SOUTH shall cease and TOWERS SOUTH

THIS DOCUMENT PREPARED BY:

Guillermo Fernández-Quincoces, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 376-6000

(DEL.) shall be the surviving entity (the "Surviving Entity") which shall continue as a corporation under the laws of the State of Delaware. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of TOWERS SOUTH and shall be responsible and liable for all the liabilities and obligations of TOWERS SOUTH, none of which shall be impaired by the merger.

3. **Conversion of Shares.** Upon and as of the Effective Date, the shares of common stock of TOWERS SOUTH issued and outstanding on the date hereof shall cease to be outstanding and no new shares will be issued to SOUTH BEACH APARTMENTS L.L.C., a Delaware limited liability company, and shareholder of the Surviving Entity and TOWERS SOUTH.

4. **Effective Date and Time of Merger.** The merger contemplated herein is intended to be effective at 2:30 p.m. on November 3, 1999.

II.

APPROVAL

The foregoing Plan of Merger was approved by the shareholders of TOWERS SOUTH on the 29th day of September, 1999 in conformity with the applicable provisions of Chapter 607, Fla. Stat. The foregoing Plan of Merger was approved by the shareholders of TOWERS SOUTH (DEL.) on the 29th day of September, 1999 in conformity with Section 252 and other applicable provisions of the Delaware General Corporation Law.

III.

EFFECTIVE DATE AND TIME

The effective date and time of the merger shall be the 3 of
November, 1999 at 2:30 p.m.

IN WITNESS WHEREOF, the above and foregoing Articles of Merger were
executed as of the 29 day of October, 1999.

FORTE TOWERS SOUTH, INC.,
a Florida corporation

By: [Signature]
John M. Forte, President

FORTE TOWERS SOUTH (DEL.), INC.,
a Delaware corporation

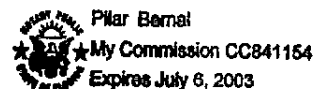
By: [Signature]
John M. Forte, President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of
October, 1999, by John M. Forte, as President of **FORTE TOWERS SOUTH, INC.**,
a Florida corporation, on behalf of the corporation who is personally known to me or has
produced _____ as identification.

[Signature]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



STATE OF FLORIDA)

)SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of October, 1999, by John M. Forte as President of **FORTE TOWERS SOUTH (DEL.), INC.**, a Delaware corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

Pilar Beemel

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

249088.3



Pilar Bernal

★ My Commission CC841154

*** Expires July 6, 2003**