

357455



ACCOUNT NO. : 072100000032

REFERENCE : 396808 4141A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 139.75 140.00

ORDER DATE : October 4, 1999

ORDER TIME : 12:51 PM

ORDER NO. : 396808-025

CUSTOMER NO: 4141A

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

Merger

FILED
99 NOV -3 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

400003034424--2

FORTE TOWERS EAST, INC.

INTO

FORTE TOWERS EAST (DEL.), INC.

RECEIVED
99 NOV -3 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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:

ADR
11/3/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORTE TOWERS EAST, INC., a Florida corporation 357455
,

INTO

FORTE TOWERS EAST (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 EAST, INC.
AND
FORTE TOWERS EAST (DEL.), INC.

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

Pursuant to Sections 607.0120, 607.1101, 607.1103, 607.1105, 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act and Section 252 and other applicable provisions of the Delaware General Corporation Law, **FORTE TOWERS EAST, INC.** ("TOWERS EAST"), a Florida corporation, and **FORTE TOWERS EAST (DEL.), INC.** ("TOWERS EAST (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 EAST and TOWERS EAST (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 EAST shall be merged with and into TOWERS EAST (DEL.). The separate corporate existence of TOWERS EAST shall cease and TOWERS EAST (DEL.)

THIS DOCUMENT PREPARED BY:

Guillermo Fernandez-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

Florida Bar No.: 0268658

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 EAST and shall be responsible and liable for all the liabilities and obligations of TOWERS EAST, 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 EAST 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 EAST.

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 EAST 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 EAST (DEL.) on the 29th day of September, 1999 in conformity with the 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 EAST, INC.,
a Florida corporation

By: [Signature]
John M. Forte, President

FORTE TOWERS EAST (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 EAST, INC.**,
a Florida corporation, on behalf of the corporation who is personally known to me or has
produced _____ as identification.

[Signature: Pilar Bernal]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

 Pilar Bernal
My Commission CC841154
Expires July 6, 2003

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 EAST (DEL.),**
INC., a Delaware corporation, on behalf of the corporation, who is personally known to me
or has produced _____ as identification.

Pilar Bernal

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

249084.3

