

658637

Errol M. Rosen
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November 18, 1998

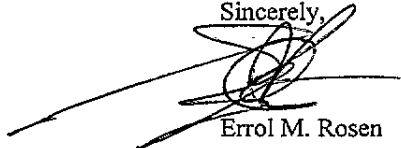
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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles and Plan of Merger of 1366 Carondelet Street Corp. and Kings Gardens
Homes, Inc.

I am enclosing duplicate originals of the Articles and Plan of Merger for the captioned corporations together with my check for \$78.75 (\$35 for each corporation and \$8.75 for the certified copy). I would appreciate your returning a certified copy of the filed articles and plan of merger to me at the above address.

Sincerely,


Errol M. Rosen

/mil

Enclosures

FILED
98 NOV 23 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
CFC
12-7

ARTICLES OF MERGER
Merger Sheet

MERGING:

1366 CARONDELET STREET CORP., a Louisiana corporation, not qualified in
Florida

INTO

KINGS GARDENS HOMES, INC., a Florida corporation, 658637

File date: November 23, 1998

Corporate Specialist: Karen Gibson

ARTICLES AND PLAN OF MERGER OF
1366 CARONDELET STREET CORP. AND KINGS GARDENS HOMES,

FILED
98 NOV 23 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being respectively the President and Secretary of 1366 Carondelet Street Corp. and Kings Gardens Homes, Inc. hereby certify:

1. The names of the constituent corporations are 1366 Carondelet Street Corp. a Louisiana corporation and Kings Gardens Homes, Inc., a Florida Corporation being the surviving corporation in the merger and its name as the surviving corporation is Kings Gardens Homes, Inc.
2. On the effective date of the merger, the Articles of Incorporation of Kings Gardens Homes, Inc. shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.
3. On the effective date of the merger, the By-Laws of Kings Gardens Homes, Inc. shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions hereof.
4. The merger provided for herein shall become effective at the close of business on the date it is filed by the Secretary of State.
5. The plan of merger was adopted by the Directors and Stockholders of 1366 Carondelet Street Corp. and Kings Gardens Homes, Inc. special joint meetings called to consider and vote upon the merger held on, November 13, 1998.

6. The Directors of Kings Gardens Homes, Inc. on the effective date of the merger, shall continue to be the Directors of the surviving corporation for the term for which they were elected and until their successors are elected and qualified as provided by law and the By-Laws of the surviving corporation.
7. The Officers of Kings Gardens Homes, Inc. on the effective date of the merger, shall continue to be the Officers of the surviving corporation and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the surviving corporation.
8. Each share of common stock of Kings Gardens Homes, Inc. outstanding on the effective date of the merger, shall remain outstanding as one (1) share of common stock of the surviving corporation. On the effective date of the merger, all shares of 1366 Carondelet Street Corp. shall be cancelled and all rights in respect thereof shall cease.
9. On the effective date of the merger, all of the property, rights, privileges, and franchises, of whatsoever nature and description of 1366 Carondelet Street Corp. shall be transferred to, vested in and all property rights, privileges and franchises shall be the property of Kings Gardens Homes, Inc.

IN WITNESS WHEREOF, 1366 Carondelet Street Corp. and Kings Gardens Homes, Inc. pursuant to authority duly given by their respective Stockholders and Boards of Directors, have by their respective Presidents executed and by their respective Secretaries attested to these Articles of Merger.

1366 CARONDOLET STREET CORP.

BY: Paul Kapelow

PRESIDENT

ATTEST: [Signature]

SECRETARY

KINGS GARDENS HOMES, INC.

BY: Paul Kapelow

PRESIDENT

ATTEST: [Signature]

SECRETARY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME PERSONALLY APPEARED, Paul Kapelow who is President of 1366 Carondelet Street Corp. and Kings Gardens Homes, Inc. and Errol Rosen who is Assistant Secretary of 1366 Carondelet Street Corp. and Kings Gardens Homes, Inc. and they acknowledged before me that they executed the foregoing Articles of Merger and that they are personally known to me.

IN WITNESS WHEREOF, I have set my hand and seal this 18th day of November, 1998.

[Signature]

Notary Public, State of Florida
My Commission Expires:

