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12/31

MERGER OR SHARE EXCHANGE

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-CHASEWOOD

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-GOLDEN PARK
SENIOR APARTMENTS (A00000000388)

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-KINGSVIEW MANOR
APARTMENTS (A00000000387)

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-PINEVIEW VILLA
(A00000000403)

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-PRAXIS OF
DEERFIELD BEACH I (A99000001584)

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP VILLAS OF
LEESBURG LIMITED PARTNERSHP (A00000000392)

into

**NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-CHASEWOOD
APARTMENTS**, a Florida entity A00000000389

File date: December 31, 2001

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.203, Florida Revised Uniform Limited Partnership Act (1986).

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Golden Park Senior Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000388</u>	FEI Number: <u>65-0985215</u>	
NHP Affordable Housing Limited Partnership- Kingsview Manor Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000387</u>	FEI Number: <u>65-0985206</u>	
NHP Affordable Housing Limited Partnership- Pineview Villa 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000403</u>	FEI Number: <u>65-0985999</u>	
NHP Affordable Housing Limited Partnership Praxis of Deerfield Beach I 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000001584</u>	FEI Number: <u>65-0952512</u>	
NHP Affordable Housing Limited Partnership Villas of Leesburg Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000392</u>	FEI Number: <u>65-0985218</u>	

SECOND: The exact name, street of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Chasewood Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000389</u>	FEI Number: <u>65-0986000</u>	

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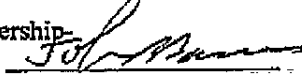

THIRD: The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

FOURTH: The surviving entity has obtained the written consent of each member that as a result of the merger is now the general partner of the surviving entity pursuant to section 620.202(2), the FRULPA.

FIFTH: The merger shall become effective as of:

The date on which the Articles of Merger is filed with the Florida Department of State.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
NHP Affordable Housing Limited Partnership- Golden Park Senior Apartments		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President
NHP Affordable Housing Limited Partnership- Kingsview Manor Apartments		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President
NHP Affordable Housing Limited Partnership- Pineview Villa		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President
NHP Affordable Housing Limited Partnership- Praxis of Deerfield Beach I		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President
NHP Affordable Housing Limited Partnership- Villas of Leesburg		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President
NHP Affordable Housing Limited Partnership- Chasewood Apartments		Ocwen Federal Bank FSB its general partner, by John R. Barnes, Senior Vice President

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 620.201, Florida Revised Uniform Limited Partnership Act (1986) (the "FRULPA").

FIRST: The exact name and jurisdiction of each Limited Partnership to be merged (collectively the "Merging Limited Partnerships") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Golden Park Senior Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000388</u>	FEI Number: <u>65-0985215</u>	
NHP Affordable Housing Limited Partnership- Kingsview Manor Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000387</u>	FEI Number: <u>65-0985206</u>	
NHP Affordable Housing Limited Partnership- Pineview Villa 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000403</u>	FEI Number: <u>65-0985999</u>	
NHP Affordable Housing Limited Partnership Praxis of Deerfield Beach I 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000001584</u>	FEI Number: <u>65-0952512</u>	
NHP Affordable Housing Limited Partnership Villas of Leesburg Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000392</u>	FEI Number: <u>65-0985218</u>	

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SECOND: The exact name and jurisdiction of the Limited Partnership to survive the merger (the "Surviving Limited Partnership") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Chasewood Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP

Florida Document/Registration Number: A00000000389

FEI Number: 65-0986000

THIRD: The terms and conditions of the merger are as follows:

The Merging Limited Partnerships shall be merged with and into the Surviving Limited Partnership, the separate existence of the Merging Partnership shall cease, the Surviving Limited Partnership shall continue in existence, and the merger shall in all respects have the effects provided for under the FRULPA. If at any time after the Effective Time the Surviving Limited Partnership shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors or other agents of the general partner of the Surviving Limited Partnership shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all such additional things, as are necessary or proper to carry out the provisions hereof.

FOURTH: The General Partner of the Surviving Limited Partnership, NHP Affordable Housing Limited Partnership- Chasewood Apartments, is Ocwen Federal Bank FSB, with its principal place of business located at 1675 Palm Beach Lakes Blvd., West Palm Beach, FL 33401.

FIFTH:

The manner and basis of converting the interests of each of the Merging Limited Partnerships into the interests of the Surviving Partnership, in whole or in part, into cash or other property are as follows:

All interests (including any rights to acquire interests) of the Merging Limited Partnerships shall, at the effective time of the merger, cease to exist, without any conversion thereof into interests of the Surviving Limited Partnership.

SIXTH:

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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