



A01060001275

ACCOUNT NO. : 072100000032

REFERENCE : 181759 134758A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 157.50

FILED
01 OCT 24 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 24, 2001

ORDER TIME : 2:57 PM

ORDER NO. : 181759-010

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein, Esq
88 N.e. 168th Street

N. Miami Beach, FL 33162

000004652200--8

BK

ARTICLES OF MERGER

BONITA COVE APARTMENTS, L.C.

INTO

BONITA COVE VILLAS LTD.

FILED
01 OCT 24 PM 5:00
01 OCT 24 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

BK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BONITA COVE APARTMENTS, L.C. (L99000000068), A FLORIDA LIMITED
LIABILITY COMPANY

INTO

BONITA COVE VILLAS LTD., a Florida entity, A01000001275

File date: October 24, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 130.00

ARTICLES OF MERGER

OF

BONITA COVE APARTMENTS, L.C., a Florida limited liability company
(Florida Document No. L99000000068)

INTO

BONITA COVE VILLAS LTD., a Florida limited partnership
(Florida Document No. A01000001275)

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382, of the Florida Limited Liability Company Act (the "LLC Act") and pursuant to the provisions of Section 620.203, of the Florida Revised Uniform Limited Partnership Act (the "LP Act") (the LLC Act and the LP Act are hereinafter collectively referred to as the "Act"), Bonita Cove Apartments, L.C., a Florida limited liability company (the "Merging Company"), and Bonita Cove Villas Ltd., a Florida limited partnership (the "Surviving Partnership"), adopted on the 2 day of October, 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the Act, and hereby certify as follows:

FIRST: The name, street address, of its principal office, jurisdiction and entity type of the Merging Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bonita Cove Apartments, L.C. Fla Document No. L99000000068 7950 N.E. Bayshore Court Miami, Florida 33138	Florida	Limited liability company

SECOND: The name, street address of its principal office, jurisdiction and entity type of the Surviving Partnership is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bonita Cove Villas Ltd. Fla Document No. A01000001275 7950 N.E. Bayshore Court Miami, Florida 33138	Florida	Limited partnership

THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated herein by reference, and adopted in accordance with the provisions of the Act, providing for the merger of the Merging Company with and into the Surviving Partnership, was

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approved by each domestic entity in accordance with the relevant provisions of the Act

FOURTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Organization or Operating Agreement of the Merging Company, or by the Partnership Agreement of the Surviving Partnership.

FIFTH: The effective date for the merger shall be the date of the filing of these Articles of Merger with the Florida Department of State.

Respectfully submitted on this 1 day of October, 2001.

BONITA COVE APARTMENTS, L.C., a Florida limited liability company

By: [Signature]
Steven Zvi Levinson, an authorized Manager

By: [Signature]
Judith Berson, an Authorized Manager

BONITA COVE VILLAS LTD., a Florida limited partnership,
By Pelican Harbour Management, Inc., a Florida corporation
as its sole general partner

By: [Signature]
Steven Zvi Levinson, Its President

merger.bonitacove

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **Bonita Cove Apartments, L.C.**, a Florida limited liability company (the "Merging Company"), and **Bonita Cove Villas Ltd.**, a Florida limited partnership (the "Partnership"), for the purpose of merging the Merging Company with and in to the Surviving Partnership (the "Merger").

NOW, THEREFORE, Merging Company and the Partnership hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 608.438, of the Florida Limited Liability Company Act (the "LLC Act") and as authorized by Section 620.201, of the Florida Revised Uniform Limited Partnership Act (the "LP Act") (the LLC Act and the LP Act are hereinafter collectively referred to as the "Act") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Company shall be merged with and into Partnership. Partnership shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Partnership") and the separate legal existence of Merging Company shall cease. The Merger shall become effective on the filing of the articles of merger with the Florida Department of State (the "Effective Date"). The Merger was approved by the Partnership in accordance with the LP Act and the Merger was approved by the Merging Company in accordance with the LLC Act. All members of the Merging Company and the general partner and all limited partners of the Partnership have consented to the Merger.

2. Governing Documents. The Partnership Agreement of the Partnership (the "Partnership Agreement"), as in effect immediately prior to the Effective Date, shall constitute the partnership agreement of the Surviving Partnership until thereafter amended in accordance with the provisions thereof and applicable law.

3. General Partner. The person who is the general partner of the Partnership immediately prior to the Effective Date shall continue to be the general partner of the Surviving Partnership. The name of such general partner is Pelican Harbour Management, Inc., a Florida corporation. The address of the general partner is 7950 N.E. Bayshore Court, Miami, Florida 33138.

4. Name. The name of the Surviving Partnership shall be **Bonita Cove Villas Ltd.**

5. Addresses. The address of the Merging Company is 7950 N.E. Bayshore Court, Miami, Florida 33138. The address of the Partnership and the address of the Surviving Partnership is and shall be 7950 N.E. Bayshore Court, Miami, Florida 33138.

6. Registered Office and Registered Agent. The location of the registered office of the Surviving Partnership shall continue to be 88 N.E. 168 Street, North Miami Beach, Florida 33162

and the name of the Registered Agent of the Surviving Partnership at such office shall be Ted Klein. The Registered Agent shall keep and maintain at such address the records of the Surviving Partnership required to be kept and maintained at such address by the LP Act.

7. Succession. At the Effective Date, the separate legal existence of Merging Company shall cease, and the Surviving Partnership shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company on whatever account and all other things in action, shall vest in the Surviving Partnership.

8. Conversion of Membership Units; Capitalization of Surviving Partnership; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the membership units of the Merging Company outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the limited partnership interests of the Surviving Partnership. No other shares or interests of Merging Company are outstanding at the time of the Merger.

(b) There are no dissenting members of the Merging Company or dissenting partners of the Partnership and instead, all of the members of the Merging Company and all of the partners of the Partnership have consented to this Plan and Agreement and to the Merger.

9. Other Provisions With Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Further Assurances. If at any time Surviving Partnership shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Partnership the title to any property or rights of Merging Company or to otherwise carry out the provisions hereof, the managers of Merging Company, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Partnership and to otherwise carry out the provisions hereof.

11. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

12. Approval of Members and the Board of Managers and of the Partners. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the members and managers of Merging Company and by all of the partners of the Partnership.

13. Costs. If the Merger is not consummated, each party hereto will bear its own costs in connection with this Plan and Agreement. If the Merger is consummated, all costs in connection with this Plan and Agreement will be paid by Surviving Partnership.

14. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the merger of a domestic limited liability company with and into a domestic limited partnership including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement and the transactions contemplated hereby. Steven Zvi Levinson and Judith Berson, as the managers of the Merging Company, and Pelican Harbour Management, Inc., as the general partner of the Partnership, are authorized to execute and cause to be filed the Articles of Merger for and on behalf of each of the parties.

15. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on Oct 1, 2001.

BONITA COVE APARTMENTS, L.C., a Florida limited liability company

By: _____

Steven Zvi Levinson, Manager

By: _____

Judith Berson, Manager

BONITA COVE VILLAS LTD., a Florida limited partnership,
By Pelican Harbour Management, Inc., a Florida corporation
as its sole general partner

By: _____

Steven Zvi Levinson, Its President

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