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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
CONGRESS AVENUE PROPERTIES, LTD.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CONGRESS AVENUE PROPERTIES, LLC A FLORIDA ENTITY

INTO

CONGRESS AVENUE PROPERTIES, LTD., a Florida entity, A01000001657

File date: December 28, 2001

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

Name and Street AddressJurisdictionEntity Type

1. Congress Avenue Properties, LLC
4500 PGA Boulevard, Suite 207
Palm Beach Gardens, FL 33418

Florida

limited liability company

Florida Document/Registration Number: L01000004733

FBI Number: 65-1089670

2.

Florida Document/Registration Number:

FBI Number:

3.

Florida Document/Registration Number:

FBI Number:

4.

Florida Document/Registration Number:

FBI Number:

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Congress Avenue Properties, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
<u>4500 PGA Boulevard, Suite 207</u>		
<u>Palm Beach Gardens, FL 33418</u>		

Florida Document/Registration Number: A01000001657 FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

PLAN OF MERGER

THIS PLAN OF MERGER is made as of December 27, 2001, by and between CONGRESS AVENUE PROPERTIES, LLC, a Florida limited liability company ("Congress, LLC") and CONGRESS AVENUE PROPERTIES, LTD., a Florida limited partnership ("Congress, LTD").

RECITALS

WHEREAS, Congress, LLC is a limited liability company organized and existing under the laws of the state of Florida, with its principal office at 4500 PGA Boulevard, Suite 207, Palm Beach Gardens, Florida 33418, and

WHEREAS, Congress, LTD is a limited partnership organized and existing under the laws of the state of Florida, with its principal office at 4500 PGA Boulevard, Suite 207, Palm Beach Gardens, Florida 33418, and

WHEREAS, the sole member of Congress, LLC and the partners of Congress, LTD deem it desirable and in the best interests of their respective entities and their member/partners that Congress, LLC be merged into Congress, LTD pursuant to the provisions of Section 608.4381, et seq. of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 708(b)(2)(A) of the Internal Revenue Code of 1986, as amended, ("Code") and

WHEREAS, Congress, LTD has significant business purposes, including expansion and creation of its businesses now formed, which Congress, LTD believes will result from this merger, thereby benefiting the business and economic profit of Congress, LTD as Congress, LTD continues after the merger. This merger affords significant business purpose and economic opportunity to the partners of Congress, LTD and the sole member of Congress, LLC and affords a continuity of ownership interest to the sole member of Congress, LLC as a partner in the continuing partnership of Congress, LTD, and

WHEREAS, Both Congress, LLC and Congress, LTD intend that the foregoing reorganization, within the meaning of §708 (b)(2)(A) of the Code, comply with such sections and all applicable provisions related thereto, including §354 and other pertinent sections of the Code; it is the intention of the parties to this Plan of Merger that such reorganization be an income tax free reorganization to the partners of Congress, LTD and to the sole member of Congress, LLC, all as permitted within §708 (b)(2)(A) of the Code; both Congress, LLC and Congress, LTD intend to take all steps necessary to cause the tax free character of the reorganization to be accomplished as a result of this Plan of Merger and its implementation,

NOW THEREFORE, for and in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree

as follows:

1. MERGER. Congress, LLC shall merge with and into Congress, LTD, so that Congress, LTD shall be the surviving entity.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of Congress, LLC shall cease, and Congress, LTD shall succeed to all of the rights, privileges, and immunities of Congress, LLC, and shall obtain all of the property, real, personal, and mixed, of Congress, LLC, without the necessity for any separate transfer. Congress, LTD from and after the effective date of this merger shall be responsible and liable for all liabilities and obligations of Congress, LLC, and neither the rights of creditors nor any liens on the property of Congress, LLC, if any, shall be impaired by the merger.

3. CONVERSION OF OWNERSHIP INTERESTS. The manner and basis of converting the ownership interests of Congress, LLC into ownership interests of Congress, LTD is as follows:

(a) For each \$1.00 of capital owned by the sole member in Congress, LLC on the effective date of the merger shall be converted into \$1.00 of capital of Congress, LTD;

(b) The capital account of Congress, LLC immediately before such merger would be held as follows:

<u>Owner</u>	<u>Capital Account Outstanding</u>	<u>%-age Ownership</u>
DiVosta Perpetuities Trust Holdings, Ltd.	\$3,890,000.00	100%

The capital account of Congress, LTD. immediately before the merger will be held as follows:

<u>Owner</u>	<u>Capital Account Outstanding</u>	<u>%-age Ownership</u>
DiVosta Perpetuities Trust Holdings, Ltd.	\$9,900.00	99.0%
Perpetuities Trust Holdings, LLC	100.00	1.0%
Totals	<u>\$10,000.00</u>	<u>100.0%</u>

The capital account of Congress, LTD outstanding immediately prior to the merger will continue to be outstanding after the effective date of the merger. The capital account of Congress, LLC issued to the sole member of Congress, LLC shall be issued on the following ratio of exchange effective on the merger date:

<u>One</u>	share of ownership interest in Congress, LLC surrendered for each
<u>One</u>	share of ownership interest in Congress, LTD to be issued.

Immediately after the exchange, the following capital account of Congress, LTD shall be all the then capital account of Congress, LTD, as follows:

<u>Owner</u>	<u>Capital Account Outstanding</u>	<u>%-age Ownership</u>
DiVosta Perpetuities Trust Holdings, Ltd.	\$3,899,900.00	99.0%
Perpetuities Trust Holdings, LLC	40,100.00	1.0%
Totals	<u>\$ 3,940,000.00</u>	<u>100.0%</u>

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates of ownership interests in Congress, LLC shall surrender them to Congress, LTD, or its duly appointed agent, in the manner that Congress, LTD shall legally require. On receipt of the shares of ownership interests, Congress, LTD shall issue and exchange certificates for shares of ownership interests in Congress, LTD.

4. CHANGES IN PARTNERSHIP AGREEMENT. The Limited Partnership Agreement of Congress, LTD shall continue to be its Limited Partnership Agreement following the effective date of the merger.

5. DIRECTORS AND OFFICERS. The directors and officers of the general partner of Congress, LTD on the effective date of the merger shall continue as the directors and officers of Congress, LTD for the full un-expired terms of their offices and until their successors have been elected or appointed and qualified.

6. PROHIBITED TRANSACTIONS. Neither of the parties hereto shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the state of Florida to consummate this merger.

7. APPROVAL BY MEMBER AND PARTNERS. This plan of merger shall be submitted for the approval of the member and the partners of the parties hereto in the manner provided by the applicable laws of the state of Florida at meetings to be held on or before December 26, 2001 or at such other time as to which the member or partners of the parties hereto may agree.

8. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the member and the partners of Congress, LLC or Congress, LTD at any time prior to the effective date.


10. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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11. NAME CHANGE OF CONGRESS, LLC. Congress, LLC from and after the effective date of this merger shall adopt the name of Congress Avenue Properties, LTD, as the name of the surviving entity.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Witnesses:



Jack B. Dwyer, Jr.



M. Jeanne Mundie

Congress Avenue Properties, LTD.,
a Florida limited partnership

By: Perpetuities Trust Holdings, LLC,
general partner


By: 
Judith M. Galui, President


Jack B. Dwyer, Jr.


M. Jeanne Mundie

Congress Avenue Properties, LLC,
a Florida limited liability company

By: DiVosta Perpetuities Trust Holdings,
Ltd., sole member

By: 
Judith M. Galui, President of
Perpetuities Trust Holdings, LLC,
general partner

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