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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

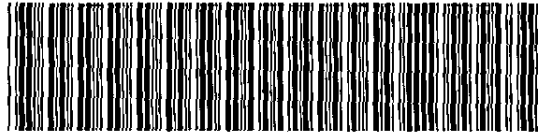
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03/10/05--01002--015 \*\*157.50

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EQUITABLE TITLE AGENCY, INC.

*www.equitabletitle.com*

Florida Department of State  
Secretary of State  
Division of Corporations  
LLC Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

FEDEX Tracking #7904 5024 7040

Please find enclosed Articles of Merger for:

Equitable Title Services LTD., #7 and Equitable Title Services LTD., #10.

Along with a check (#1138) in the amount of \$157.50 in payment of the merger of the above **plus the additional amount of \$52.50 for the returned 'certified' copy of the Articles of Merger.**

Your prompt cooperation is deeply appreciated.

Thank you.

  
Sheree Shearey Wakefield  
Operations Manager

: Enclosed

TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 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 Address	Jurisdiction	Entity Type	FL Document Registration Number	FEI Number
Equitable Title Services LTD., No. 7 105 East Colonial Drive Orlando, Florida 32801	Florida	Limited Partnership	A02000001106	43-1971011
Equitable Title Services LTD., # 10 105 East Colonial Drive Orlando, Florida 32801	Florida	Limited Partnership	A03000001612	20-1509310

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

Name and Address	Jurisdiction	Entity Type	FL Document Registration Number	FEI Number
Equitable Title Services LTD; No. 7 105 East Colonial Drive Orlando, Florida 32801	Florida	Limited Partnership	A02000001106	43-1971011

**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:** 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 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 620.202(2), Florida Statutes.

**SIXTH:** 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.

**SEVENTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

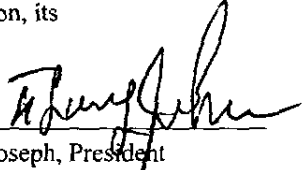
**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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**NINTH: SIGNATURE FOR EACH PARTY:**

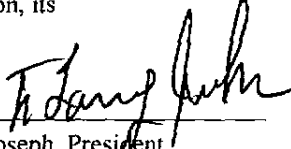
Equitable Title Services LTD., No. 7,  
a Florida Limited Partnership

By: Equitable Title Agency, Inc.,  
a Florida corporation, its  
general partner

By:   
F. Larry Joseph, President

Equitable Title Services LTD., #10,  
a Florida Limited Partnership

By: Equitable Title Agency, Inc.,  
a Florida corporation, its  
general partner

By:   
F. Larry Joseph, 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 620.202, is being submitted in accordance with section 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging parties are as follows:

Entity Name	Jurisdiction
Equitable Title Services, LTD No. 7	Florida
Equitable Title Services, LTD #10	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

Entity Name	Jurisdiction
Equitable Title Services, LTD No. 7	Florida

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

The Merging Partnerships are to be merged into the Partnership upon the terms and conditions hereinafter set forth. The Partnership is to be the resulting and continuing partnership and the Merging Partnerships are to be terminated as of the Merger Date (defined below):

The capital of the Partnership after the merger shall be owned as set forth on Exhibit "A." The general partner has already contributed, and will continue to contribute its "know how" and self-created goodwill in addition to the stated cash contribution which all Partners recognize and acknowledge is of great value to the Partnership and its business purpose.

As of the Merger Date, the Merging Partnerships will transfer all of their assets, if any, and the Partnership will simultaneously assume all of the Merging Partnerships' liabilities, if any.

The management of the Partnership after the merger shall be as stated in the Amended and Restated Limited Partnership Agreement of Equitable Title Services LTD., No. 7 (the "Agreement") and the provisions of this Agreement shall govern and control the Partnership. Any conflict between any previous partnership agreement of the Partnership of the Merging Partnerships and the Agreement shall be resolved in favor of the Agreement.

*Representations of Partnership.* The Partnership warrants and represents:

a) *Title to property.* The Partnership has good and marketable title to all of its property and assets and there are no mortgages, security interests, liens, charges, or other encumbrances of any nature whatsoever on any of its property or assets. The Partnership has delivered to the Merging Partners a detailed schedule of its property for the business now conducted by the Partnership.

b) *Lawsuits.* The Partnership is not a party to or threatened with any litigation, proceeding, or controversy before any court or administrative agency which might result in any adverse change in the business or assets of the Partnership and the Partnership is not in default with respect to any judgment, order, writ, injunction, decree, rule, or regulation of any court or administrative agency.

*Representations of the Merging Partnerships.* The Merging Partnerships warrant and represent:

a) *Title to property.* The Merging Partnerships have good and marketable title to all of their property and assets and there are no mortgages, security interests, liens, charges, or other encumbrances of any nature whatsoever on any of their property or assets. The Merging Partnerships have delivered to Partnership a detailed schedule of their property for the business now conducted by the Merging Partnership.

b) *Lawsuits.* The Merging Partnerships are not a party to or threatened with any litigation, proceeding, or controversy before any court or administrative agency which might result in any adverse change in the business or assets of the Merging Partnerships and the Merging Partnerships are not in default with respect to any judgment, order, writ, injunction, decree, rule, or regulation of any court or administrative agency.

The parties will, without additional consideration, sign, acknowledge, and deliver any other documents and take any other action necessary or appropriate and reasonably requested by the General Partner to carry out the intent and purpose of this Agreement, including, but not limited to the merger.

Each Partner shall be individually responsible for taxes and tax consequences resulting from the merger and hereby releases from all liability, and agrees to hold harmless, the Partnership and General Partner from any taxes, penalties, or interest as a result of the merger.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Immediately following the merger of the Partnerships, the interests of the partners shall be as set forth on Exhibit A, attached hereto and incorporated herein.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Shall be as stated in the Agreement

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name and address of the general partner is as follows:

General Partner:  
Equitable Title Agency, Inc.,  
a Florida Corporation

Address: 7575 Dr. Phillips Blvd., Suite 270  
Orlando, FL 32819 US

Document Registration Number: P95000023616

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Exhibit "A"

Equitable Title Services LTD., No. 7 Partnership Units

Limited Partner Name	Partnership Units
Hilliard, Samuel C.	1.0
Carlina, Joanna	1.5
Burzee, Phyllis	2.0
Depasquale, Sean	2.0
Tucker, Pamela E.	0.5
Smith, Jack F.	1.5
Southeast Real Estate Investments, Inc.	2.5
James Smaldone, PA	2.5
Icardi, Jeffrey A. and Helen M.	1.5
Mann, Peggy J.	1.0
Castro, Juan	1.0

General Partner Name	Partnership Units
<u>Equitable Title Agency, Inc. (general partner)</u>	<u>40.0</u>

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