

A030000000961

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

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Availability

Document

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Verifier C

Acknowledgement DCC

W. P. Verifier DCC



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06/27/03--01044--002 **25.00

07/21/03--01007--026 **52.50

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DIVISION OF CORPORATIONS
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G. TAX _____
FILING 52.50
LICENSURE FEE _____
C. TAX _____
N. TAX _____
DUE _____
REFUND _____

LAW OFFICES OF
JERRY E. ARON, P.A.
ATTORNEY-AT-LAW
2505 METROCENTRE BOULEVARD
SUITE 301
WEST PALM BEACH, FLORIDA 33407

JERRY E. ARON, ESQ.

TELEPHONE (561) 804-6808
FACSIMILE (561) 804-6708
EMAIL: aron@aronlaw.com

June 26, 2003

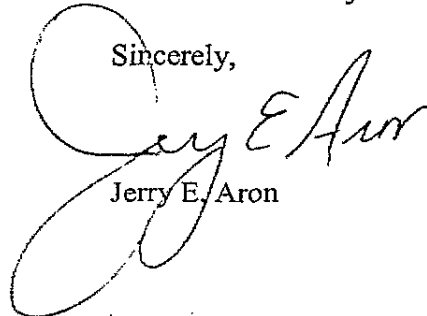
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Attached please find Articles of Merger for filing along with an appropriate check for \$25.00 for the filing fee. Please return a filed document in the self addressed stamp envelope provided.

If there are any questions, please call our office. Thank you.

Sincerely,



Jerry E. Aron

JEA/ssj.

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 7, 2003

JERRY E. ARON, P.A.
2505 METROCENTRE BOULEVARD, SUITE 301
WEST PALM BEACH, FL 33407

SUBJECT: CRESTWOOD VISTA, LTD.
Ref. Number: A03000000961

We have received your document for CRESTWOOD VISTA, LTD. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

We will need an additional \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 103A00040174

**ARTICLES OF MERGER
OF
CRESTWOOD VISTA LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
AND
CRESTWOOD VISTA, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "**LLC Act**") and Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) (the "**RULP Act**").

- A. The following Plan of Merger was adopted and approved by each of the above named entities in accordance with Section 608.4381 of the LLC Act and Section 620.202 of the RULP Act.

FIRST: The name and jurisdiction of the merging limited liability company is:

Name

Crestwood Vista LLC
(the "**Merged Entity**")

Jurisdiction

Florida

SECOND: The name and jurisdiction of the surviving entity are:

Name

Crestwood Vista, Ltd.
(the "**Surviving Entity**")

Jurisdiction

Florida

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

1. The Merged Entity shall be merged with and into the Surviving Entity, to exist and be governed by the RULP Act.
2. As of the Effective Date (as defined below), the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence under the name "**Crestwood Vista, Ltd.**"
3. As of the Effective Date, the Surviving Entity shall have all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Merged Entity. All property, real, personal and mixed, and all debts due on whatever account, including all choses in action, and each and every other interest of or belonging to or due to the Merged Entity shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed.

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4. As of the Effective Date, the Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Entity, and any claim existing or action or proceeding pending by or against the Merged Entity may be prosecuted as if such merger had not taken place or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor liens upon the property of the Surviving Entity shall be impaired by such merger.

FOURTH: The manner and basis of converting the membership interests, obligations or other securities of the Merged Entity into partnership interests of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Each membership interest owned of the Merged Entity shall be converted, as of the Effective Date (as defined below), into and shall become one limited partnership interest unit of the Surviving Entity.

FIFTH: The name and business address of the sole general partner of the Surviving Entity are as follows:

Crestwood Vista Realty, Inc.
One Midtown Plaza - Suite 1000
1360 Peachtree Street, N.E.
Atlanta, Georgia 30309
Attention: Mr. Eduard de Guardiola

- B. Being member-managed, the foregoing Plan of Merger was duly approved unanimously by the members of the Merged Entity in accordance with the applicable provisions of the LLC Act.
- C. The foregoing Plan of Merger was duly approved by all the general partners and a majority-in-interest of the limited partners of the Surviving Entity in accordance with the applicable provision of the RULP Act.
- D. Crestwood Vista Realty, Inc., the sole general partner of the Surviving Entity, has consented to continuing to be a general partner of the Surviving Entity following the consummation of the merger.
- E. The merger shall become effective as of the time and date of the filing of these Articles of Merger with the Secretary of State of Florida (the "**Effective Date**").
- F. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any person holding an interest in any business entity that is a constituent entity.

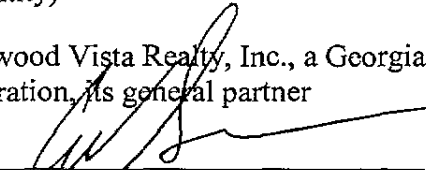
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IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be signed by their respective duly authorized officers.

CRESTWOOD VISTA, LTD.

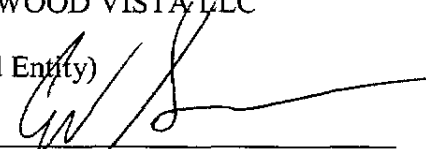
(Surviving Entity)

By: Crestwood Vista Realty, Inc., a Georgia corporation, its general partner

By: 
Eduard de Guardiola, President

CRESTWOOD VISTA, LLC

(Merged Entity)

By: 
Eduard de Guardiola, its sole Member

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