

AUG 21 '03 04:18PM BROAD AND CASSEL
Division of Corporations

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A03000001062

Florida Department of State
Division of Corporations
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(((H03000258774 6)))

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MERGER OR SHARE EXCHANGE
POINCIANA PLACE INVESTMENTS, LLLP

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

\$138.75

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Fax Audit Number: H03000258774 6

**ARTICLES OF MERGER
OF**

THE PRESERVE AT TOSCANA LLC
a Florida limited liability company
(Document #L03000013801)

and

POINCIANA PLACE INVESTMENTS, LLLP
a Florida limited liability limited partnership
(Document # A03000001062)

Pursuant to the provisions of the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986) governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **THE PRESERVE AT TOSCANA LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease, and **POINCIANA PLACE INVESTMENTS, LLLP** (the "Surviving Entity"), which is a limited liability limited partnership organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The merger shall be effective as of the date of filing of these Articles of Merger with the Florida Department of State.

4. The Agreement and Plan of Merger was (i) approved and adopted by the Disappearing Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act, and (ii) approved and adopted by the Surviving Entity in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act (1986).

5. The written consent of each person or entity who, as a result of the merger, will hereafter be a general partner of the Surviving Entity has been obtained pursuant to Florida Statutes Section 620.202(2).

6. The Surviving Entity will continue to exist under the name "**Poinciانا Place Investments, LLLP**" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

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(Signature page to Articles of Merger)

DISAPPEARING ENTITY:

THE PRESERVE AT TOSCANA LLC, a Florida limited liability company

By: Altman Development Corporation, a Michigan corporation, its Manager

By: 
Name: DEREK S. UHLIR
Title: Vice President

SURVIVING ENTITY:

POINCIANA PLACE INVESTMENTS, LLLP, a Florida limited liability limited partnership

By: Altman Development Corporation, a Michigan corporation, its General Partner

By: 
Name: DEREK S. UHLIR
Title: Vice President

03 AUG 21 PM 9:22
FILED
STATE OF FLORIDA
CLERK OF THE COURT

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EXHIBIT "A"
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
THE PRESERVE AT TOSCANA LLC
a Florida limited liability company
and
POINCIANA PLACE INVESTMENTS, LLLP
a Florida limited liability limited partnership

03 AUG 21 AM 9:32
STATE OF FLORIDA
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY

THIS AGREEMENT AND PLAN OF MERGER by and between **THE PRESERVE AT TOSCANA LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, and **POINCIANA PLACE INVESTMENTS, LLLP** (the "Surviving Entity"), which is a limited liability limited partnership organized under the laws of the State of Florida, as approved by the manager of the Disappearing Entity and by the general partner of the Surviving Entity:

WITNESSETH:

WHEREAS, the Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability limited partnership duly organized and existing under the laws of the State of Florida; and

WHEREAS, the manager of the Disappearing Entity and the general partner of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members and partners of both entities; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company

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Act and the Florida Revised Uniform Limited Partnership Act (1986) shall be duly executed by the manager of the Disappearing Entity and the general partner of the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "POINCIANA PLACE INVESTMENTS, LLLP" pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986).

4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida. Notwithstanding the fact that under Florida law the separate existence of the Disappearing Entity will cease and the Surviving Entity's existence will continue as a result of the merger, the parties acknowledge and agree that for federal income tax purposes the Disappearing Entity shall be deemed to be the continuing partnership under Income Tax Regulations Section 1.708-1, so that from and after the merger the Surviving Entity shall utilize the Disappearing Entity's former tax identification number (80-0059935) as its tax identification number.

5. The capital and profits of each of the Disappearing Entity and the Surviving Entity are owned by the same persons in each entity and in identical percentages in each entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Certificate of Limited Partnership and Statement of Qualification of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Limited Liability Limited Partnership Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The general partner of the Surviving Entity upon the effective date of the merger shall continue to be the sole general partner of the Surviving Entity. Hence, the name and business address of the general partner of the Surviving Entity shall continue to be Altman Development Corporation, 2201 Corporate Boulevard, NW, Suite 200, Boca Raton, Florida 33431 (Document #856211).

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10. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The manager of the Disappearing Entity and the general partner of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the _____ day of August, 2003.

DISAPPEARING ENTITY:

THE PRESERVE AT TOSCANA LLC, a Florida limited liability company

By: Altman Development Corporation, a
Michigan corporation, its Manager

By: _____

Name: _____

Title: _____

SURVIVING ENTITY:

POINCIANA PLACE INVESTMENTS, LLLP, a Florida limited liability limited partnership

By: Altman Development Corporation, a
Michigan corporation, its General Partner

By: _____

Name: _____

Title: _____

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ATLANTA, GA