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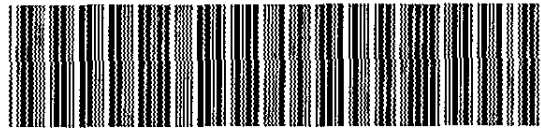
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03/27/04 -01001--012 **157.50

03/29/04 -01010--017 **157.50

By KE

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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

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CONTACT: CINDY

DATE: 3-26-04

REF. #: 0316.24827

CORP. NAME: HARBOUR ISLE OF ST. AUGUSTINE, LTD. Into THE PRESERVE
ON ANASTASIA ISLAND, LLLP

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 507841 FOR \$ 157.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

OF

HARBOUR ISLE AT ST. AUGUSTINE, LTD.

(a Florida limited partnership)

WITH AND INTO

THE PRESERVE ON ANASTASIA ISLAND, LLLP

(a Florida limited liability limited partnership)

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TALLAHASSEE, FLORIDA

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Pursuant to Section 620.203 of the Florida Revised Limited Partnership Act (the "Act"), the following Articles of Merger are adopted by and between THE PRESERVE ON ANASTASIA ISLAND, LLLP, a Florida limited liability limited partnership ("Surviving LLLP"), and HARBOUR ISLE AT ST. AUGUSTINE, LTD., a ("Merging LP"):

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Merging LP, the merging business entity is:

HARBOUR ISLE AT ST. AUGUSTINE, LTD. (FEIN: 59-3528528)
a Florida limited partnership
6900 Southpoint Drive, Suite 250
Jacksonville, Florida 32216

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving LLLP, the surviving business entity is:

THE PRESERVE ON ANASTASIA ISLAND, LLLP (FEIN: 20-0799566)
a Florida limited liability limited partnership
1518 Koenig Lane
Austin, TX 78756

3. A true and correct copy of the Plan of Merger between the Surviving LLLP and Merging LP is attached hereto as Exhibit A and incorporated herein by reference (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 620.201 of the Act.

4. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of the Act.

6. The Surviving LLLP has obtained the consent of its general partner to continue to act as the general partner of the Surviving LLLP.

7. The Merger is permitted under and complies with the respective laws of Florida and is not prohibited by the partnership agreement of the Surviving LLLP or by the partnership agreement of the Merging LP.

8. The Surviving LLLP will continue its existence as the surviving business entity under its current name pursuant to the provisions of the Act.

9. These Articles of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.


[signature pages follow]

The undersigned have caused these Articles of Merger to be executed by their duly authorized agents on March 26, 2004.

HARBOUR ISLE AT ST. AUGUSTINE, LTD.,
a Florida limited partnership

By: Coro of St. Johns, LLC, a Florida limited
liability company, General Partner

By: Coro Investments, LLC, a Delaware
limited liability company, Manager

By: 
Name: Victor R. Franses
Title: Manager

[signature page of THE PRESERVE ON ANASTASIA ISLAND, LLLP,
a Florida limited liability limited partnership, follows]

THE PRESERVE ON ANASTASIA ISLAND,
LLLP, a Florida limited liability limited partnership

By: Montecito Anastasia Island, Inc., a Florida
corporation, General Partner

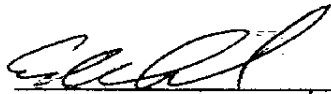
By: 
Name: Edward W. Conk
Title: President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") involves THE PRESERVE ON ANASTASIA ISLAND, LLLP, a Florida limited liability limited partnership ("Surviving LLLP"), and HARBOUR ISLE AT ST. AUGUSTINE, LTD., a Florida limited partnership ("Target LP").

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Target LP, the merging business entity is:

HARBOUR ISLE AT ST. AUGUSTINE, LTD. (FEIN: 593528528)
a Florida limited partnership
6900 Southpoint Drive, Suite 250
Jacksonville, Florida 32216

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving LLLP, the surviving business entity is:

THE PRESERVE ON ANASTASIA ISLAND, LLLP (FEIN: 20-0799566)
a Florida limited liability limited partnership
1518 Koenig Lane
Austin, TX 78756

3. The terms and conditions of this merger (the "Merger") are as follows:

- a. The Merger shall become effective on the date and at the time on which articles of merger (the "Articles of Merger") containing the provisions required by, and executed in accordance with, Section 620.203 of the Florida Revised Limited Partnership Act (the "Act") shall have been accepted for filing by the Secretary of State of the State of Florida (the "Effective Time").
- b. This transaction shall be treated by the parties for income tax purposes as a sale of assets by Target LP to Surviving LLLP.
- c. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Target LP shall be merged with and into the Surviving LLLP in accordance with the provisions of Section 620.204 of the Act. The separate existence of the Target LP shall cease and the Surviving LLLP shall continue as the surviving business entity of the Merger under the name of "The Preserve on Anastasia Island, LLLP."
- d. The Merger shall have the effect provided therefor by the Act.

- e. The certificate of limited partnership of the Surviving LLLP in effect immediately prior to the consummation of the Merger shall be the certificate of limited partnership of the Surviving LLLP from and after the Effective Time, until thereafter amended or repealed in accordance with applicable law.
 - f. The Partnership Agreement of the Surviving LLLP in effect immediately prior to the consummation of the Merger shall continue as the Partnership Agreement of the Surviving LLLP after the Effective Time, until thereafter amended, amended and restated, or repealed in accordance with applicable law.
 - g. The general partner of the Surviving LLLP immediately prior to the consummation of the Merger shall continue to be the general partner of the Surviving LLLP after the Effective Time, unless and until its successor is properly determined and qualified.
4. 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:
- a. Subject to the provisions set forth below, (i) all of the outstanding partnership interests and rights to acquire partnership interests of Target LP shall be surrendered and delivered to the Surviving LLLP and canceled at Closing, and no additional partnership units of the Surviving LLLP or other property will be issued in exchange therefor except for the right to receive the consideration set forth below, (ii) all of the outstanding units of the Surviving LLLP shall remain outstanding, and the current general partner and the limited partners of the Surviving LLLP shall continue to own the same number of units of the Surviving LLLP, as the general Partner and the limited partners did prior to the Merger, and (iii) the partners of the Target LP shall not become partners of the Surviving LLLP.
 - b. At the time of the Merger, no transfers of the partnership interests of the Target LP by any purported partner thereof shall be allowed, made or recognized.
 - c. As payment in full for the partnership interests of the Target LP being acquired by the Surviving LLLP in the Merger, the Surviving LLLP shall pay to the partners of Target LP the agreed upon consideration, subject to certain adjustments and prorations.
5. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire

interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

- a. All of the outstanding rights to acquire partnership interests of Target LP shall be surrendered and delivered to the Surviving LLLP and canceled at Closing.

6. The name and address of the general partner of the Surviving LLLP is:

Montecito Anastasia Island, Inc.
1518 Koenig Lane
Austin, Texas 78756
Attn: Edward W. Conk
(FEIN: 20-0681906)

Dated: March 15, 2004