

A05000000059

Division of Corporations

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Account Number : 076376001555
Phone : (561)483-7000
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LIMITED LIABILITY AMENDMENT

HARBORAGE COTTAGES - STUART, LLLP

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ARTICLES OF MERGER

OF

**HB COTTAGE PARCEL - STUART, LLC,
a Florida limited liability company
(Document # L05000099331)**

and

**Harborage Cottages - Stuart, LLLP
a Florida limited liability limited partnership
(Document # A05000000059)**

Pursuant to the provisions of the Florida Revised Limited Partnership Act and the Florida Limited Liability Company Act 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 HB Cottage Parcel - Stuart, LLC (the "Disappearing Entity"), which is a limited liability company organized and existing under the laws of the State of Florida, the existence of which will cease, and Harborage Cottages - Stuart, LLLP (the "Surviving Entity"), which is a limited liability limited partnership organized and existing under the laws of the State of Florida, and which shall be the surviving entity.
2. The 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 with the Florida Department of State.
4. The Plan of Merger was approved and adopted by (i) written consent of the sole member of the Disappearing Entity and (ii) written consent of the partners of the Surviving Entity.
5. The Surviving Entity will continue to exist under the name "Harborage Cottages - Stuart, LLLP" pursuant to the provisions of the laws of the State of Florida.

(SIGNATURES ON FOLLOWING PAGE)

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Executed this 28th day of October, 2005.


DISAPPEARING ENTITY:

HB COTTAGE PARCEL - STUART, LLC, a Florida limited liability company

By: Harborage Cottages - Stuart, LLLP, a Florida limited liability limited partnership, its Manager

By: Altman Harborage Cottages GP, LLC, a Florida limited liability company, its General Partner

By: The Altman Companies, Inc., a Michigan corporation, its Manager

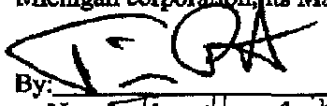
By: 
Name: Timothy A. Peterson
Title: Vice President

SURVIVING ENTITY:

HARBORAGE COTTAGES - STUART, LLLP, a Florida limited liability limited partnership

By: Altman Harborage Cottages GP, LLC, a Florida limited liability company, its General Partner

By: The Altman Companies, Inc., a Michigan corporation, its Manager

By: 
Name: Timothy A. Peterson
Title: Vice President

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AGREEMENT AND PLAN OF MERGER

OF

HB COTTAGE PARCEL - STUART, LLC,
a Florida limited liability company

and

HARBORAGE COTTAGES - STUART, LLLP
a Florida limited liability limited partnership

THIS AGREEMENT AND PLAN OF MERGER by and between **HB COTTAGE PARCEL - STUART, LLC** (the "Disappearing Entity"), which is a limited liability company organized and existing under the laws of the State of Florida, and **HARBORAGE COTTAGES - STUART, LLLP** (the "Surviving Entity"), which is a limited liability limited partnership organized and existing under the laws of the State of Florida, as approved by the sole member of the Disappearing Entity and the partners of the Surviving Entity:

WITNESSETH:

WHEREAS, the sole member of the Disappearing Entity and the partners of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the sole member of the Disappearing Entity and the partners of the Surviving Entity; and

WHEREAS, the sole member of the Disappearing Entity and the partners of 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 Revised Limited Partnership Act and the Florida Limited Liability Company Act 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 "**HARBORAGE COTTAGES - STUART, LLLP**" pursuant to the provisions of Florida law.

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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.

5. The capital and profits of the Disappearing Entity are owned entirely by the Surviving 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 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 partners of the Surviving Entity upon the effective date of the merger shall continue to be the partners of the Surviving Entity.

10. Each of 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 may be amended with the approval of the sole member of the Disappearing Entity and of the general partner of the Surviving Entity at any time prior to the filing of Articles of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the sole member of the Disappearing Entity or the general partner of the Surviving Entity shall not (a) alter or change any term of the Certificate of Limited Partnership of the Surviving Entity or (b) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such

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alteration or change would adversely affect the holders of partnership interests of the Surviving Entity or membership interests of the Disappearing Entity.

13. The name and address of the General Partner of the Surviving Entity is as follows:

Altman Harborage Cottages GP, LLC
1515 S. Federal Highway, Suite 300
Boca Raton, FL 33432

14. 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.

15. 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.

(Signatures appear on the following pages)

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IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of this 28th day of October, 2005. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.


DISAPPEARING ENTITY:

HB COTTAGE PARCEL - STUART, LLC, a Florida limited liability company

By: HARBORAGE COTTAGES - STUART, LLLP, a Florida limited liability limited partnership, its Manager

By: Altman Harborage Cottages GP, LLC, a Florida limited liability company, its General Partner

By: The Altman Companies, Inc., a Michigan corporation, its Manager

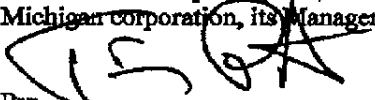
By: 
Name: Timothy A Peterson
Title: Vice President

SURVIVING ENTITY:

HARBORAGE COTTAGES - STUART, LLLP, a Florida limited liability limited partnership

By: Altman Harborage Cottages GP, LLC, a Florida limited liability company, its General Partner

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By: 
Name: Timothy A Peterson
Title: Vice President

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