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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

2121 PONCE, L.L.L.P.

Certificate of Status	1
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4082 and 620.203, Florida Statutes. 2005 OCT 18 A 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. 2115 Ponce, L.L.L.P.</u>	<u>Florida</u>	<u>limited liability limited partnership</u>

2601 S. Bayshore Drive

Suite 800

Miami, FL 33133

Florida Document/Registration Number: A05000000352

FBI Number: 61-1484185

2. 2121 Ponce, L.L.L.P.

Florida

limited liability limited partnership

2601 S. Bayshore Drive

Suite 800

Miami, FL 33133

Florida Document/Registration Number: A05000000215

FBI Number: 25-1911684

3.

Florida Document/Registration Number: _____

FBI Number: _____

4.

Florida Document/Registration Number: _____

FBI Number: _____

(Attach additional sheet(s) if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
limited liability limited partnership

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

Name and Street Address

Jurisdiction

2121 Ponce, L.L.L.P.

Florida

2601 S. Bayshore Drive

Suite 800

Miami, FL 33133

Florida Document/Registration Number: A05000000215

FEI Number: 25-1911684

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 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 not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: 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(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

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

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

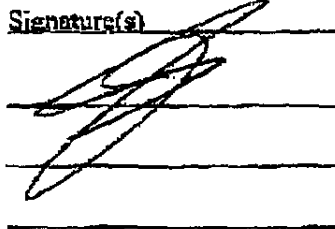
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

2115 Ponce, L.L.L.P.



Jeffrey A. Satchik, as President of Greenstreet Capital
Management, Inc., as General Partner of Greenstreet Investment
Holdings, L.P., as the sole member of 2115 Ponce, LLC,
as the sole General Partner of 2115 Ponce, L.L.L.P.

2121 Ponce, L.L.L.P.



Jeffrey A. Satchik, as President of Greenstreet Capital
Management, Inc., as General Partner of Greenstreet Investment
Holdings, L.P., as the sole member of 2121 Ponce, LLC,
as the sole General Partner of 2121 Ponce, L.L.L.P.

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
2115 Ponce, L.L.L.P.	Florida
2121 Ponce, L.L.L.P.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
2121 Ponce, L.L.L.P.	Florida

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

Upon the effectiveness of the merger, (a) all of the partnership interests in 2115 Ponce, L.L.L.P. (the "Merging Entity") shall be surrendered to 2121 Ponce, L.L.L.P. (the "Surviving Entity") and canceled, (b) no partnership interests or other ownership interests in the Surviving Entity will be issued in exchange for the interests of 2115 Ponce, LLC as the general partner in the Merging Entity, (c) the percentage interests of the general partner and limited partners in the Surviving Entity shall continue to be the same as existing immediately prior to the merger, (d) the capital contribution of 2121 Ponce, L.L.C. as the general partner in the Surviving Entity shall be increased by the amount of capital contributed by 2115 Ponce, LLC to the Merging Entity, and (e) the capital contribution of each of the limited partners in the Surviving Entity shall be increased by the capital contribution of such limited partner to the Merging Entity. The limited partnership agreement of the Surviving Entity shall be amended and restated pursuant to an Amended and Restated Limited Partnership Agreement of even date herewith, which shall be effective as of the effective date of the merger.

(Attach additional sheet(s) if necessary)

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:

2115 Ponce, LLC, the general partner of the Merging Entity, shall not receive any interest in the Surviving Entity or any cash or other property as a result of the merger. The limited partners in the Merging Entity are also limited partners in the Surviving Entity and their percentage interests in the Surviving Entity shall continue to be the same as existing immediately prior to the merger. No other interests, shares, obligations, securities or cash shall be issued or payable as a result of the merger.

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:

Not applicable.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

2121 Ponce, L.L.C.
2801 S. Bayshore Drive
Suite 800
Miami, FL 33133

If General Partner is a Non-Individual,

Florida Document/Registration Number

M05000001055

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.

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EIGHTH: Other provisions, if any, relating to the merger:

2115 Ponce, LLC shall not be a general or limited partner of the Surviving Entity. 2121 Ponce, L.L.C. shall continue to be the sole general partner of the Surviving Entity and specifically consents thereto.

(Attach additional sheet(s) if necessary)