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STATEMENT OF MERGER OF LEXMERGE PARTNERSHIP 20173 INTO COUNTRYSIDE APARTMENTS, LTD.

Pursuant to the provisions of Florida Statutes §620.8907, LEXMERGE PARTNERSHIP 20173, a general partnership existing under the laws of the State of Florida (the "Merged Entity"), and COUNTRYSIDE APARTMENTS, LTD., a limited partnership existing under the laws of the State of Florida (the "Surviving Entity") (the Merged Entity and the Surviving Entity are referred to collectively as the "Constituent Entities"), adopt the following Statement of Merger for the purpose of merging the Merged Entity into the Surviving Entity:

1. <u>Entities</u>. The Merged Entity shall be merged with and into the Surviving Entity (the "Merger").

2. <u>Compliance With Laws</u>. As of the time of the filing of the Certificate of Merger, the Constituent Entities have complied with the laws of the states under which they exist and the laws of those states permit the above referenced Merger.

3. <u>Principal Office</u>. The location of the chief executive office of the Surviving Entity is is 6954 Americana Parkway, Reynoldsburg, Ohio 43068.

IN WITNESS WHEREOF, each of the undersigned entities have caused this Statement of Merger to be executed as of the 30^{th} day of 0000000, 1998.

LEXMERGE PARTNERSHIP 20173

COUNTRYSIDE APARTMENTS, LTD.

BY: Cardinal Industries of Florida Services Corporation, General Partner

Paul R. Selid Vice President Its:

February 12, 1998 5:48pm ---- VST COL: 20266\101 -- 92692 Ver1 BY: Cardinal Industries of Florida Services Corporation, General Partner

Bv:

Paul R. Selid Its: Vice President