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CONTACT: KIT RUSSELL
PHONE: (813)229-3321 FAX #: (813)223-9067

NAME: WINDWOOD OAKS II, LTD.
AUDIT NUMBER..... EGP970000023
DOC TYPE..... MERGER PAGES..... 2
CERT. OF STATUS... 1 DEL.METHOD..... FAX MAIL
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DESCRIPTION OF DOCUMENT: Statement of Partnership Merger

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**STATEMENT OF PARTNERSHIP MERGER
OF
WINDWOOD INVESTMENT PARTNERS
AND
WINDWOOD ASSOCIATES, LTD.
AND
WINDWOOD ASSOCIATES II, LTD.
AND
WINDWOOD OAKS, LTD.
INTO
WINDWOOD OAKS II, LTD.**

Under Section 620.8907, Florida Statutes

Pursuant to the provisions of Section 620.8907 of the Florida Statutes, the undersigned hereby certify by this Statement of Partnership Merger as follows:

1. The name of each partnership or limited partnership, as identified in the records of the Department of State that is a party to the merger:

- Windwood Associates, Ltd. (A20362)
- Windwood Associates II, Ltd. (A22155)
- Windwood Oaks, Ltd. (A18254)
- Windwood Oaks II, Ltd. (A21167)
- Windwood Investment Partners (GP9700000409)

2. The name of the surviving entity into which the partnerships or limited partnerships are being merged is: Windwood Oaks II, Ltd.

3. The street address of the principal place of business of the surviving partnership is: 701 W. Fletcher Avenue, Suite A, Tampa, Florida 33612.

4. The surviving entity of the merger is a limited partnership.

5. The effective date of the merger shall be as of the 1st day of July, 1997.

6. The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

D. Lockwood Gray, Esq. FBN0974330
P.O. Box 3433, Tampa, FL 33601
813-229-3321

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IN WITNESS WHEREOF, the undersigned have caused this ~~Statement~~ ^{Statement} of Partnership Merger to be executed on behalf of the partnerships this ~~20th~~ ^{21st} day of June, 1997.

SCHOFIELD EQUITIES, INC., a Florida corporation, as general partner

By: Richard D. Schofield
Richard D. Schofield, President

Richard D. Schofield
Richard D. Schofield, General Partner

"PARTNERS OF SURVIVING PARTNERSHIP"

1293-007-0421973.01

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