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FROM: ANNIS MITCHELL COCKEY EDWARDS & ROEHN, P.A.
CONTACT: KIT RUSSELL
PHONE: (813)229-3321

ACCT#: 075410003506

FAX #: (813)223-9067

NAME: WINDWOOD OAKS II, LTD.
AUDIT NUMBER..... EGP970000023
DOC TYPE..... MERGER
CERT. OF STATUS... 1
CERTIFIED COPIES.. 0

PAGES..... 2
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One Tampa City Center, Suite 2100
Post Office Box 3433
Tampa, Florida 33601

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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
of Partnership Merger to be executed on behalf of the partnerships
this 30th 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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