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June 19, 1997

VIA FEDERAL EXPRESS

Ms. Lyn Turley
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

A23294

Re: Lakewood at Piedmont Limited Partnership Merger -- Merger of limited partnerships

Dear Ms. Turley:

As we discussed today, enclosed are versions 1 and 2 of a Statement of Merger, the first of which does not include Picerne Lakewood Partnership, a Florida general partnership, and the second of which does.

As we discussed, I will call you Monday morning to determine whether or not we will be able to file the Statement of Merger which does not include the general partnership. In all events, **nothing should be filed until you and I have talked and I have been authorized to file the applicable Statement of Merger by my client.**

Also enclosed is our check in the amount of \$127.50 to cover the filing fee for the Statement of Merger and a certified copy when the filing occurs.

Thank you for your assistance and I look forward to talking to you Monday.

Sincerely,

Loran A. Johnson

| | |
|--------------------|--------------|
| Name | Availability |
| Document Examiner | <i>Let</i> |
| LAJ/Updater | <i>Let</i> |
| Enclosures | <i>Let</i> |
| Updater | <i>Let</i> |
| Verifier | <i>Let</i> |
| Not Public Good | <i>Let</i> |
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DIVISION OF CORPORATIONS
FILING 75.00
C. COPY 52.50
R. AGENT
TOTAL 127.50
BALANCE DUE \$
REFUND \$

**STATEMENT OF MERGER
OF
LAKEWOOD AT PIEDMONT LIMITED PARTNERSHIP**

Pursuant to Section 620.8907, Florida Statutes, Lakewood at Piedmont Limited Partnership, a Florida limited partnership (sometimes "Lakewood at Piedmont"), hereby states as follows:

1. The parties to the Merger (defined below) are Lakewood at Piedmont, Palm Key II Limited Partnership, a Florida limited partnership ("Palm Key II") and Picerne Lakewood Partnership, a Florida general partnership ("Picerne Lakewood"). Pursuant to a Plan of Merger approved by the partners of each of the parties to the Merger, Palm Key II and Picerne Lakewood have merged into Lakewood at Piedmont (the "Merger").
2. Lakewood at Piedmont Limited Partnership is the surviving entity in the Merger.
3. The street address of the chief executive office of Lakewood at Piedmont Limited Partnership, the surviving entity, is 247 North Westmonte Drive, Altamonte Springs, Florida 32714.
4. Lakewood at Piedmont Limited Partnership, the surviving entity, is a Florida limited partnership.

Executed as of June 24, 1997.

**Picerne Development Corporation
of Florida, a Florida corporation,
as General Partner**

By: _____

Dwayne Walker, Vice President

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