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## MERGER OR SHARE EXCHANGE

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Certificate of Status	0
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January 12, 2006

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**ARTICLES OF MERGER**  
of  
**AMBER KING FLORIDA, LTD.**  
(a Florida limited partnership)  
and  
**KINGS CROSSING APARTMENTS, LTD.**  
(a Florida limited partnership)

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Pursuant to the provisions of Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986), (the "1986 Act"), **AMBER KING FLORIDA, LTD.**, a Florida limited partnership (the "Surviving Entity") and **KINGS CROSSING APARTMENTS, LTD.**, a Florida limited partnership (the "Disappearing Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger dated as of January 11, 2006 describing the merger between the Disappearing Entity and the Surviving Entity.
2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of January 12, 2006.
3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the 1986 Act by the written consent of the general partner and the limited partner of the Disappearing Entity on January 10, 2006.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Entity and the Disappearing Entity, as of January 10, 2006.

**"DISAPPEARING PARTNERSHIP"**

**KINGS CROSSING APARTMENTS, LTD.,**  
Florida limited partnership

By: Kings Crossing GP I, Inc., a Florida corporation

By: Paul C. Steinfurth  
Paul C. Steinfurth, President

**"SURVIVING PARTNERSHIP"**

**AMBER KING FLORIDA, LTD.,** a Florida limited partnership

By: Kings Crossing GP, Inc., a Florida corporation

By: Paul C. Steinfurth  
Paul C. Steinfurth, President

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**PLAN OF MERGER**  
**OF**  
**KINGS CROSSING APARTMENTS, LTD.**  
**AND**  
**AMBER KING FLORIDA, LTD.**

**THIS PLAN OF MERGER** (the "Plan of Merger") is entered into this 11th day of January, 2006, by and between **KINGS CROSSING APARTMENTS, LTD.**, a Florida limited partnership (the "Disappearing Partnership") and **AMBER KING FLORIDA, LTD.**, a Florida limited Partnership (the "Surviving Partnership").

**RECITALS:**

A. The Disappearing Partnership is a limited partnership duly organized and existing under the laws of the State of Florida. The Surviving Partnership is a limited Partnership duly organized and existing under the laws of the State of Florida.

B. The general partner and limited partner (the "Disappearing Partnership Partners") of the Disappearing Partnership and the general partner and limited partner of the Surviving Partnership (the "Surviving Partnership Members") believe that the merger of the Disappearing Partnership into the Surviving Partnership would be advantageous and beneficial to the respective parties.

C. Each of the Disappearing Partnership and the Surviving Partnership have agreed that the Disappearing Partnership shall merge into the Surviving Partnership upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transactions described above, the Disappearing Partnership and the Surviving Partnership, the constituent entities to this Plan of Merger, agree as follows:

1. **Merger.** The Disappearing Partnership shall be merged with and into the Surviving Partnership.
2. **Filing and Effective Time.** The Surviving Partnership shall file Articles of Merger with the Florida Department of State pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) ("FRULPA"). The effective date of the merger (the "Effective Date") shall be January 12, 2006, provided these articles are promptly filed with Florida Secretary of State. It is the intention of the parties that this Merger is being consummated immediately after completion of the defeasance of the Mortgage loan encumbering the Disappearing Entities' real property, but with an Effective Date of January 12, 2006.
3. **Surviving Partnership.** The Surviving Partnership shall continue its existence under its current name pursuant to the provisions of the Act, and all of the property,

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rights, privileges, powers and franchises of each of the Surviving Partnership and the Disappearing Partnership shall vest in the Surviving Partnership, and all debts, liabilities and duties of each of the Surviving Partnership and the Disappearing Partnership shall become the debts, liabilities and duties of the Surviving Partnership.

4. **Disappearing Partnership.** The separate existence of the Disappearing Partnership shall cease upon the Effective Date of the Merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** The units of the Disappearing Partnership (the "Units") shall be converted into and exchanged for 50% of the limited partnership interests of the Surviving Partnership to be distributed among holders of the Units pro-rata based on their current ownership. On the Effective Date, all Units and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Certificate of Limited Partnership.** The Certificate of Limited Partnership of the Surviving Partnership, as now in force and effect, shall remain in force and effect after the Effective Date until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

7. **Partnership Agreement.** The Partnership Agreement of the Surviving Partnership, as now in force and effect, shall remain in force and effect after the Effective Date until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

8. **Approval.** The transactions contemplated by this Plan of Merger have previously been submitted to and approved by the general partner and the sole limited partner of the Disappearing Partnership and the sole member of the Surviving Partnership. Subsequent to the execution of this Plan of Merger by the appropriate Disappearing Partnership Partners and the Surviving Partnership, the proper officers of each entity, shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

9. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the Merger.

10. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the duly authorized officers of the constituent entities have executed this Plan of Merger as of the date first above written.

**"DISAPPEARING PARTNERSHIP"**

**KINGS CROSSING APARTMENTS, LTD., a  
Florida limited partnership**


By: Kings Crossing GP I, Inc., a Florida  
corporation

By:   
Paul C. Steinfurth, President

**"SURVIVING PARTNERSHIP"**

**AMBER KING FLORIDA, LTD., a Florida  
limited Partnership**

By: Kings Crossing GP, Inc., a Florida  
corporation

By:   
Paul C. Steinfurth, President

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