

# A94000001139

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OF COUNSEL  
ROGER S. GOLDMAN  
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FILED STATE  
SECRETARY OF CORPORATIONS  
DEC 31 1998  
PM 3:52

VIA EXPRESS DELIVERY

December 30, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600002728086--0  
-12/31/98--01060--007  
\*\*\*\*271.25 \*\*\*\*\*52.50

Re: **Mergers Into CBH Capital Corp.**  
**Our File No. 70010001**

Dear Sir or Miss:

Enclosed please find an original and one copy of the Articles of Merger with attached Plan and Agreement of Merger for each of the following mergers:

1. 2475 Brickell Avenue, Inc. (a Florida corporation) merger into CBH Capital Corp. (surviving Florida corporation).
2. Meritage Properties, Inc. (a Florida corporation) merger into CBH Capital Corp.
3. MCC Food Service Inc. (a Michigan corporation) merger into CBH Capital Corp. (Also enclosed for your records is a copy of the Certificate of Merger being forwarded to the Michigan Department of State today.)

Please process these mergers to be effective as of December 31, 1998.

In addition, enclosed please find the Certificate of Cancellation for Chateau Brickell, Ltd. 2475 Brickell Avenue, Inc. (one of the above corporations being merged out of existence) is the General Partner of Chateau Brickell, Ltd. and therefore the cancellation should be effective as of the same date.

Cancellation

1/15/99

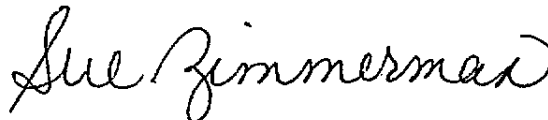
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Our firm check payable to the Department in the total sum of \$271.25, representing filing fees for the three mergers, certificates of merger for each, and the cancellation fee, is enclosed. Additionally, please be kind enough to return evidence of these filings in the return federal express mailer provided.

Should you have any question regarding this matter, please call the undersigned at (941)348-3620. Thank you.

Very truly yours,

**KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.**

A handwritten signature in cursive script that reads "Sue Zimmerman".

Sue Zimmerman, Paralegal

/sjz  
enclosures

cc: Christopher B. Hewett  
Michael D. Katz, Esq.  
William D. Rohrer, Esq.  
c:\wp8.0\hewett\sosmerge.01

**CERTIFICATE OF CANCELLATION  
FOR  
CHATEAU BRICKELL, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 31 PM 3:52

Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 23, 1994, hereby submits this certificate of cancellation.

**FIRST:** The limited partnership is submitting cancellation because it has ceased doing business.

**SECOND:** This certificate of cancellation shall be effective as of **December 31, 1998**, or the time of its filing with the Florida Department of State, if after that date.

**THIRD:** Signature of all general partners:

**2475 BRICKELL AVENUE, INC.,  
General Partner**

By:   
**CHRISTOPHER B. HEWETT**  
Its President