

07/20/01 11:33 P

001

Division of Corporations

A9800000 718

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000083214 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P

Account Number : 072720000266

Phone : (941) 366-4800

Fax Number : (941) 366-5109

FILED
01 JUL 20 PM 3:16
TALLAHASSEE, FLORIDA

RECEIVED
01 JUL 20 AM 11:53
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HERON CREEK ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING:

HERON HOLDINGS, LLC A FLORIDA ENTITY

INTO

HERON CREEK ASSOCIATES, LTD., a Florida entity, A98000000718

File date: July 20, 2001

Corporate Specialist: Agnes Lunt

FILED
01 JUL 20 PM 3:16
TALLAHASSEE, FLORIDA

H01000083214 6

**ARTICLES OF MERGER
OF
HERON HOLDINGS, LLC, *LOI-11712*
INTO
HERON CREEK ASSOCIATES, LTD.**

Heron Creek Associates, Ltd., a Florida limited partnership ("Creek"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Heron Holdings, LLC, a Florida limited liability company ("Holdings"), with and into Creek. Creek shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Creek in accordance with Section 620.202, Florida Statutes.
3. The foregoing Plan of Merger was approved by Holdings in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the later of July 20, 2001 or the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

Heron Holdings, LLC, a
Florida limited liability company

By: Marsh Creek Holdings, Ltd., a
Florida limited partnership
As its Sole Member

By: Marsh Creek Properties, Inc.,
a Florida corporation
As its General Partner

By: 
Hans-Jürgen Reichardt
As its President

FILED
JUL 20 2001
TALLAHASSEE, FLORIDA

01 JUL 20 PM 3:16

FILED

H01000083214 6

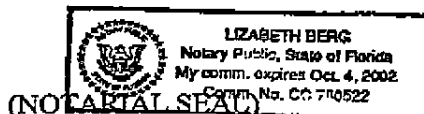
Heron Creek Associates, Ltd., a
Florida limited partnership

By: Marsh Creek Communities, Inc., a
Florida corporation
As its General Partner

By: *Hans-Jürgen Reichardt*
Hans-Jürgen Reichardt
As its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of July 2001, by Hans-Jürgen Reichardt as President of Marsh Creek Properties, Inc., as aforesaid, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.



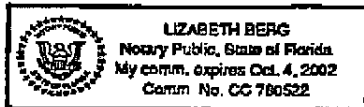
Elizabeth Berg
Signature of Notary Public

Elizabeth Berg
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on 10-4-02.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of July 2001, by Hans-Jürgen Reichardt as President of Marsh Creek Communities, Inc., as aforesaid, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.



(NOTARIAL SEAL)

Elizabeth Berg
Signature of Notary Public

Elizabeth Berg
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on 10-4-02.

LISA-443582.1

H01000083214 6

H01000083214 6

EXHIBIT A

**PLAN OF MERGER
OF HERON HOLDINGS, LLC
WITH AND INTO
HERON CREEK ASSOCIATES, LTD.**

FILED
01 JUL 20 PM 3:19
TALLAHASSEE, FLORIDA

Heron Holdings, LLC, a Florida member-managed limited liability company, and Heron Creek Associates, Ltd., a Florida limited partnership, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 620.201, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Heron Holdings, LLC, a Florida limited liability company ("Holdings"), and Heron Creek Associates, Ltd., a Florida limited partnership ("Creek"). As a result of the merger, Holdings shall be merged with and into Creek. Creek shall be the surviving business entity.

2. The merger shall be effective on the later of July 20, 2001 or the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interests of the sole member of Holdings shall be cancelled. All consideration passing from Creek to the member of Holdings as a consequence of this merger, or any related transaction, shall be solely in exchange for such cancellation. The member of Holdings shall have no rights to acquire partnership interests in Creek. No change shall occur in the partnership interests of Creek.

4. The name and address of the general partner for Creek is Marsh Creek Communities, Inc., a Florida corporation, 1858 Ringling Boulevard, Sarasota, Florida 34236.

5. This plan shall be submitted to the Member of Heron for approval. This plan shall be submitted to the Partners of Creek for approval. The Certificate of Limited Partnership of Creek will not differ from its Certificate before the merger and each partner of Creek, having a partnership interest in Creek immediately prior to the Effective Date will hold the same partnership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

6. The Member of Heron and the Partners of Creek are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

7. There are no other terms of or conditions to the merger.

H01000083214 6

H01000083214 6

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Member of Holdings and the general partner of Creek.

Heron Holdings, LLC, a
Florida limited liability company

By: Marsh Creek Holdings, Ltd., a
Florida limited partnership
As its Member

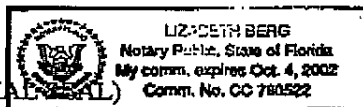
By: Marsh Creek Properties, Inc.,
a Florida corporation
As its General Partner

By: Hans-Jürgen Reichardt
Hans-Jürgen Reichardt
As its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of July, 2001, by Hans-Jürgen Reichardt as the President of Marsh Creek Properties, Inc., as aforesaid, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(NOTARIAL SEAL)



Lizbeth Berg
Signature of Notary Public

Lizbeth Berg
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on 10-4-02

RECEIVED
TALLAHASSEE, FLORIDA

01 JUL 20 PM 3:16

FILED

H01000083214 6

H01000083214 6

Heron Creek Associates, Ltd., a
Florida limited partnership

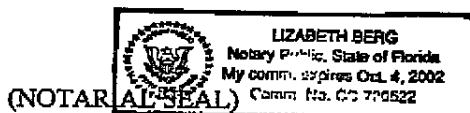
By: Marsh Creek Communities, Inc., a
Florida corporation
As its General Partner

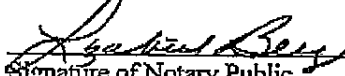
By:


Hans-Jürgen Reichardt
As its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of July 2001, by Hans-Jürgen Reichardt as the President of Marsh Creek Communities, Inc., as aforesaid, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.




Signature of Notary Public

Lizabeth Berg
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on 10-4-02.

FILED
01 JUL 20 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000083214 6