

A9800000 7/8

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MERGER OR SHARE EXCHANGE

HERON CREEK ASSOCIATES, LTD.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MC INVESTMENTS LLC A FLORIDA ENTITY

INTO

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

File date: March 6, 2002

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER
OF
MC INVESTMENTS LLC *L01-20006*
INTO
HERON CREEK ASSOCIATES, LTD. *A98-718*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 MC Investments LLC, a Florida limited liability company ("Investments"), 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 Investments in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is 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.

MC Investments 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: 
J. Michael Hartenstine
As its Vice President

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Heron Creek Associates, Ltd., a
Florida limited partnership

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

By: [Signature]
J. Michael Hartenstine
As its Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR -6

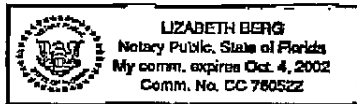
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6 day of March 2002, by J. Michael Hartenstine as Vice President of Marsh Creek Properties, Inc., a Florida corporation and the general partner of Marsh Creek Holdings, Ltd., a Florida limited partnership and the sole member of MC Investments LLC, a Florida limited liability company, on behalf of the corporation, the partnership, and the limited liability company. He is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

[Signature]
Signature of Notary Public

(Notary Seal)

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

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6 day of March 2002, by J. Michael Hartenstine as Vice President of Marsh Creek Communities, Inc., a Florida corporation and the general partner of Heron Creek Associates, Ltd., a Florida limited partnership, on behalf of the corporation and the partnership. He is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Lizbeth Berg
Signature of Notary Public

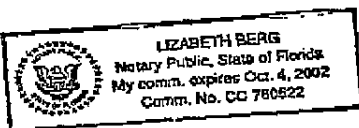
(Notary Seal)

Lizbeth Berg

Print Name of Notary Public

02 MAR

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



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EXHIBIT A

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

MC Investments 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 MC Investments LLC, a Florida member-managed limited liability company ("Investments"), and Heron Creek Associates, Ltd., a Florida limited partnership ("Creek"). As a result of the merger, Investments shall be merged with and into Creek. Creek shall be the surviving business entity.
2. The merger shall be effective on 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 interest of the sole member of Investments shall be cancelled. All consideration passing from Creek to the member of Investments as a consequence of this merger, or any related transaction, shall be solely in exchange for such cancellation. The member of Investments 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 Investments 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 Investments 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.

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

MC Investments 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: 
J. Michael Hartenstine
As its Vice President

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TALLAHASSEE, FLORIDA
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Heron Creek Associates, Ltd., a
Florida limited partnership

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

By: 
J. Michael Hartenstine
As its Vice President

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