

12/06/02 15:08 FAX

Division of Corporations

001/007

Page of 2

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Florida Department of State
Division of Corporations
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Account Number : 072720000266
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MERGER OR SHARE EXCHANGE

HERON CREEK ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

JB
12-09-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAF LLC, A FLORIDA ENTITY L02000028949

INTO

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

File date: December 6, 2002

Corporate Specialist: Trevor Brumbley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
LAF LLC
INTO
HERON CREEK ASSOCIATES, LTD.

LO20000078949

HA8000000718

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 LAF LLC, a Florida limited liability company ("LAF"), with and into Creek. Creek shall be the surviving business entity.

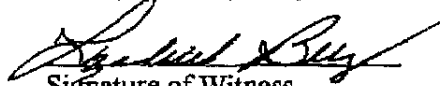
1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Creek in accordance with Section 620.202, Florida Statutes.
3. The foregoing Plan of Merger was approved by LAF in accordance with Section 608.4381, Florida Statutes.
4. The effective 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.

Witnesses:


Signature of Witness

William Schlothauer
Print Name of Witness


Signature of Witness

Lizabeth Berg
Print Name of Witness

LAF 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: 
Michael Hartenstine
As its Vice President

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FALL 2002
FALL 2002

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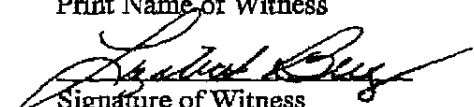
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Witnesses:

Heron Creek Associates, Ltd., a
Florida limited partnership

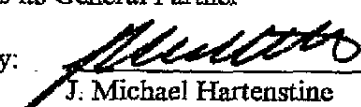

Signature of Witness

William Seylothauer
Print Name of Witness


Signature of Witness

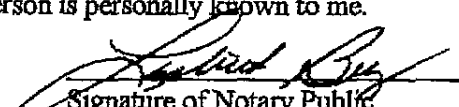
Lizabeth Berg
Print Name of Witness

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

By: 
J. Michael Hartenstine
As its Vice President

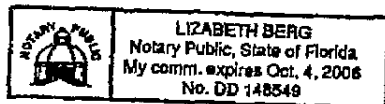
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of December 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 LAF LLC, a Florida limited liability company, on behalf
of the corporation. The above-named person is personally known to me.


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 10-4-06

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CLERK OF STATE
TALLAHASSEE, FLORIDA

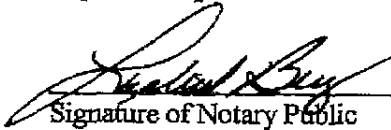
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FILE

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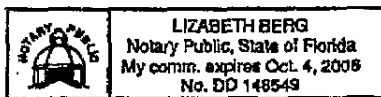
H02000234595 5

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of December 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 partnership. The above-named person is personally known to me.


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 10-4-06

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

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EXHIBIT A

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

LAF 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 LAF LLC, a Florida member-managed limited liability company ("LAF"), and Heron Creek Associates, Ltd., a Florida limited partnership ("Creek"). As a result of the merger, LAF 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 LAF shall be cancelled. All consideration passing from Creek to the member of LAF as a consequence of this merger, or any related transaction, shall be solely in exchange for such cancellation. The member of LAF 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 LAF 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 LAF 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 LAF and the general partner of Creek.

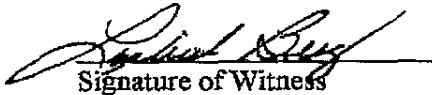
Witnesses:



Signature of Witness

William Schlachter

Print Name of Witness



Signature of Witness

Elizabeth Berg

Print Name of Witness

LAF 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

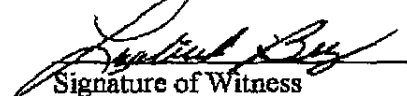
Witnesses:



Signature of Witness

William Schlachter

Print Name of Witness



Signature of Witness

Elizabeth Berg

Print Name of Witness

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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TALLAHASSEE, FLORIDA

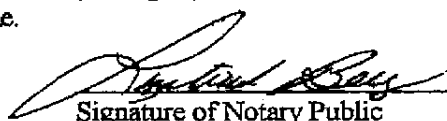
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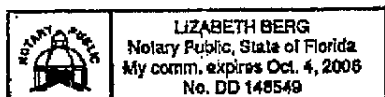
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of December 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 LAF LLC, a Florida limited liability company, on behalf of the corporation. The above-named person is personally known to me.



Signature of Notary Public

(Notary Seal)

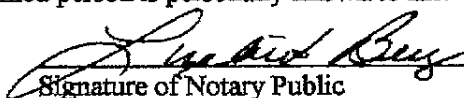
Elizabeth Berg

Print Name of Notary Public

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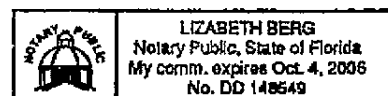
STATE OF FLORIDA
COUNTY OF SARASOTA

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(Notary Seal)

Elizabeth Berg

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STATE OF FLORIDA
COUNTY OF SARASOTA
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