

A99000002112

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MERGER OR SHARE EXCHANGE

POINTE ROYALE, LTD.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

POINTE ROYALE, LTD.
9200 SOUTH DADELAND BLVD., STE. 500
MIAMI, FL 33156

SUBJECT: POINTE ROYALE, LTD.
REF: A99000002112

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must contain the name(s) and address(es) of the general partner(s) of the surviving entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H00000038232
Letter Number: 500A00039916

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF MERGER
FOR
POINTE ROYALE, LTD.
AND
POINTE ROYALE, LLC

Pursuant to Sections 620.201, 620.202 and 620.203 of the Florida Statutes and Section 18-209 and other applicable provisions of the Delaware Limited Liability Company Act, **POINTE ROYALE, LTD.**, a Florida limited partnership ("LTD") and **POINTE ROYALE, LLC**, a Delaware limited liability company ("LLC"), hereby adopt the following Articles of Merger.

I. **PLAN OF MERGER.** The following plan of merger has been approved by the parties to the merger:

1. **Merger.** This instrument sets forth the plan of merger of LTD and LLC.
2. **Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, LLC shall be deemed merged with and into LTD. The separate corporate existence of LLC shall cease and LTD shall be the surviving entity (the "Surviving Entity"), which shall continue as a limited partnership under the laws of the State of Florida. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of LLC and shall

THIS DOCUMENT PREPARED BY:

Edgar Lewis, Esq.
Gunster, Yoakley & Stewart, P.A.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 376-6000

Florida Bar No.: 047114

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be responsible and liable for all the liabilities and obligations of LLC, none of which shall be impaired by the merger.

3. **Conversion of Partnership Interests.** Upon and as of the Effective Date, the Member's unit interest in LLC shall be converted into and shall become an equivalent number of units in LTD.
4. **Name of General Partner of Surviving Entity.** The General Partner of LTD shall be EquityLine Properties, Inc., a Florida corporation, located at 9200 South Dadeland Boulevard, Suite 500, Miami, Florida 33156.
5. **Effective Date of Merger.** The merger contemplated herein is intended to be effective as of January 1, 2000 or such later date as may be required under Florida law or by the Florida Department of State in connection with the acceptance of the filing of the Articles of Merger.

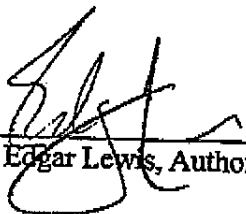
II. **APPROVAL.** The foregoing Plan of Merger was approved by unanimous written consent of all the partners of LTD on July 20, 2000 intending to be effective January 1, 2000 by LTD in conformity with the applicable provisions of Chapter 620, of the Florida Statutes. The foregoing Plan of Merger was approved by unanimous written consent of the members of the LLC on July 20, 2000 intending to be effective January 1, 2000 in conformity with Section 18-209 and other applicable provisions of the Delaware Limited Liability Company Act.

III. **EFFECTIVE DATE.** The merger contemplated herein is intended to be effective as of January 1, 2000 or such later date as may be required under Florida law or by the Florida Department of State in connection with the acceptance of the filing of the Articles of Merger.

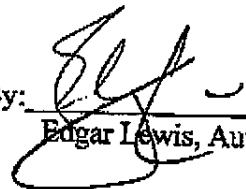
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IN WITNESS WHEREOF, the above and foregoing Articles of Merger were executed as
of the 20th day of July, 2000.

POINTE ROYALE, LTD.
a Florida limited partnership

By: 
Edgar Lewis, Authorized Representative

POINTE ROYALE, LLC
a Delaware limited liability company

By: 
Edgar Lewis, Authorized Representative

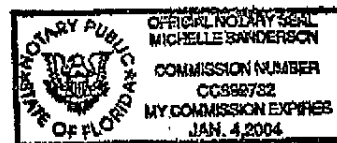
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of July, 2000, by Edgar Lewis, as Authorized Representative for **POINTE ROYALE, LTD.**, a Florida limited partnership, on behalf of the partnership who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



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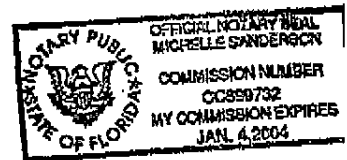
STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of July, 2000, by Edgar Lewis as Authorized Representative for **POINTE ROYALE, LLC**, a Delaware limited liability company, on behalf of the company, who is personally known to me or has produced _____ as identification.

Michelle Sanderson
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

POINTE ROYALE, LLC a non-qualified Delaware entity

,

INTO

POINTE ROYALE, LTD., a Florida entity, A99000002112

File date: July 20, 2000

Corporate Specialist: Tammi Cline