

Oct-31-03 10:45

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OCT 31 '03 4:48 PM BROAD AND CASSEL
Division of Corporations

P.1
Page 1 of

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**Florida Department of State
Division of Corporations
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10/31 merger

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MERGER OR SHARE EXCHANGE

Melrose Housing of Jacksonville LP

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$122.50

\$160.25

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**ARTICLES OF MERGER
OF
MELROSE APARTMENTS OF JACKSONVILLE, LTD.
a Florida limited partnership
(Document #A94000001397)**

and

**MELROSE HOUSING OF JACKSONVILLE LP
a Delaware limited partnership**

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) (the "Florida Act") and the Delaware Limited Partnership Act, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are Melrose Apartments of Jacksonville, Ltd. (the "Disappearing Partnership"), which is a limited partnership organized under the laws of the State of Florida, the existence of which will cease, and Melrose Housing of Jacksonville LP (the "Surviving Partnership"), which is a limited partnership organized under the laws of the State of Delaware, and which shall be the Surviving Partnership.
2. The Agreement and Plan of Merger for merging the Disappearing Partnership with and into the Surviving Partnership is attached hereto as Exhibit A.
3. The merger shall be effective as of the date of filing of these Articles of Merger with the Florida and Delaware Departments of State.
4. The Agreement and Plan of Merger was (i) approved and adopted by the Disappearing Partnership in accordance with the applicable provisions of the Florida Act and (ii) approved and adopted by the Surviving Partnership in accordance with the applicable provisions of the Delaware Limited Partnership Act.
5. The Surviving Partnership will continue to exist under the name "Melrose Housing of Jacksonville LP" pursuant to the provisions of the laws of the State of Delaware.
6. The address of the registered office of the Surviving Partnership under the laws of the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
7. The Surviving Partnership hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of the Disappearing Partnership.
8. The Surviving Partnership hereby agrees to promptly pay to the dissenting partners of the Disappearing Partnership the amount, if any, to which they are entitled under Section 620.205 of the Florida Act.

(Signatures appear on following page)

Fax Audit Number: H03000308262 3

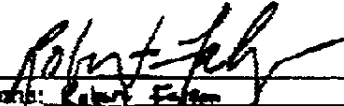
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(Signature page to Articles of Merger)

DISAPPEARING PARTNERSHIP:

MELROSE APARTMENTS OF JACKSONVILLE, LTD., a Florida limited partnership

- By: **INTEGROUP JAX, LLC,** a Delaware limited liability company, its General Partner
- By: **UCPH HOLDINGS II LP,** a Delaware limited partnership, its Managing Member
- By: **UCPH HOLDINGS LLC,** a Delaware limited liability company, its General Partner

By: 
 Name: Robert Foster
 Title: Authorized Person

SURVIVING PARTNERSHIP:

MELROSE HOUSING OF JACKSONVILLE LP, a Delaware limited partnership

- By: **UCH JACKSONVILLE LLC,** a Delaware limited liability company, its General Partner

By: 
 Name: Robert Foster
 Title: Authorized Person

Fax Audit Number: H03000308262 3

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
MELROSE APARTMENTS OF JACKSONVILLE, LTD.
a Florida limited partnership
and
MELROSE HOUSING OF JACKSONVILLE LP
a Delaware limited partnership**

THIS AGREEMENT AND PLAN OF MERGER by and between Melrose Apartments of Jacksonville, Ltd. (the "Disappearing Partnership"), which is a limited partnership organized under the laws of the State of Florida, and Melrose Housing of Jacksonville LP (the "Surviving Partnership"), which is a limited partnership organized under the laws of the State of Delaware, as approved by each of the Disappearing Partnership and the Surviving Partnership in accordance with applicable law:

WITNESSETH:

WHEREAS, the Disappearing Partnership is a limited partnership duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Partnership is a limited partnership duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the general partners of each of the Disappearing Partnership and the Surviving Partnership believe that the merger of the Disappearing Partnership into the Surviving Partnership would be advantageous and beneficial to the partners of both entities; and

WHEREAS, the Disappearing Partnership and the Surviving Partnership have agreed that the Disappearing Partnership shall merge into the Surviving Partnership upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the states of Florida and Delaware.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Partnership and the Surviving Partnership, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Partnership shall be merged with and into the Surviving Partnership. The laws of the states of Florida and Delaware permit such a merger.
2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Revised Uniform Limited Partnership Act (1986) and a Certificate of Merger complying with the applicable provisions of the Delaware Limited Partnership Act shall be duly executed by the general partners of each of

Fax Audit Number: H03000308262 3

the Disappearing Partnership and the Surviving Partnership, and shall be filed with the Florida and Delaware Departments of State.

3. The Surviving Partnership shall continue its existence under the name of "Malrose Housing of Jacksonville LP" pursuant to the provisions of the Delaware Limited Partnership Act.

4. The separate existence of the Disappearing Partnership shall cease upon the effective date of the merger in accordance with the provisions of the laws of the states of Florida and Delaware.

5. The capital and profits of each of the Disappearing Partnership and the Surviving Partnership are beneficially owned by the same persons in each entity and in identical percentages in each entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Partnership shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Partnership shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Partnership nor the Surviving Partnership has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Certificate of Limited Partnership and Statement of Qualification of the Surviving Partnership as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Delaware law.

8. The limited partnership agreement of the Surviving Partnership as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Delaware law.

9. The general partner of the Surviving Partnership upon the effective date of the merger shall continue to be the sole general partner of the Surviving Partnership. Hence, the name and business address of the general partner of the Surviving Partnership shall continue to be UCH Jacksonville LLC, 7077 Bonnaval Road, Suite 600, Jacksonville, Florida 32216.

10. The Disappearing Partnership and the Surviving Partnership hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the states of Florida and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The general partners of each of the Disappearing Partnership and the Surviving Partnership are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents that

Fax Audit Number: H03000308262 3

Oct-31-03 10:46A

P.06

OCT 31 '03 12:42PM BROAD AND CASSEL

P.6

Fax Audit Number: H03000308262 3

shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

12. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

13. This Agreement and Plan of Merger is effective as the date of filing with the Florida and Delaware Departments of State.

(Signatures appear on following page)

Fax Audit Number: H03000308262 3

Fax Audit Number: H03000308262 3

(Signature page to Agreement and Plan of Merger)

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 31 day of October, 2003.

DISAPPEARING PARTNERSHIP:

MELROSE APARTMENTS OF JACKSONVILLE, LTD., a Florida limited partnership

By: **INTEGROU JAX, LLC**, a Delaware limited liability company, its General Partner

By: **UCPH HOLDINGS II LP**, a Delaware limited partnership, its Managing Member


By: **UCPH HOLDINGS LLC**, a Delaware limited liability company, its General Partner

By: 
Name: Robert Cohen
Title: Authorized Person

SURVIVING PARTNERSHIP:

MELROSE HOUSING OF JACKSONVILLE LP, a Delaware limited partnership

By: **UCH JACKSONVILLE LLC**, a Delaware limited liability company, its General Partner

By: 
Name: Robert Cohen
Title: Authorized Person

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Fax Audit Number: H03000308262 3