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(Requestor's Name)

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(City/State/Zip/Phone #)

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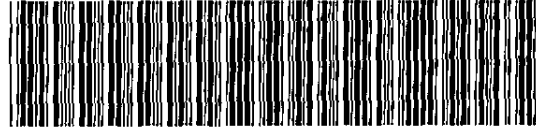
(Business Entity Name)

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JK

HONIGMAN

Honigman Miller Schwartz and Cohn LLP
Attorneys and Counselors

Renee M. Tomko, Paralegal

(313) 465-7272
Fax: (313) 465-7273
rtomko@honigman.com

Via Federal Express

January 10, 2005

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: *Abacoa Homes, Inc./DiVosta Homes, L.P.*

Dear Sir/Madam:

Enclosed please find our firm's check in the amount of \$87.50 for the merger between Abacoa Homes, Inc. (a Florida corporation) and DiVosta Homes, L.P. (a Delaware limited partnership).

Also, your letter indicates that the Plan of Merger must contain the name(s) and address(es) of the general partner of the surviving entity. This information is provided on page 2 of the Plan of Merger.

If you have any other questions, or need additional information, please feel free to contact me.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN LLP



Renee M. Tomko
Paralegal

Enclosures

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HONIGMAN

Honigman Miller Schwartz and Cohn LLP
Attorneys and Counselors

Renee M. Tomko, Paralegal

(313) 465-7272
Fax: (313) 465-7273
rtomko@honigman.com

Via Federal Express

December 29, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: *Abacoa Homes, Inc.*

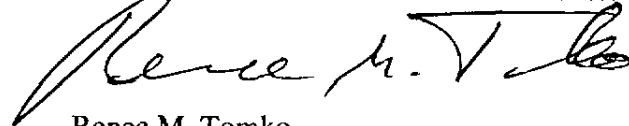
Dear Sir/Madam:

Enclosed please find documents pertaining to a merger between Abacoa Homes, Inc. (a Florida corporation) and DiVosta Homes, L.P. (a Delaware limited partnership). This set of documents is being sent pursuant to my conversation with your office, which indicated that they could not verify whether or not a prior set of documents had been received by your office. In order to ensure the December 31, 2004, merger date, this set of documents is being sent again via Federal Express to ensure their arrival in your office by December 31, 2004.

If you have any other questions, or need additional information, please feel free to contact me.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN LLP



Renee M. Tomko
Paralegal

Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 30, 2004

RENEE TOMKO
660 WOODWARD AVENUE
2290 FIRST NATIONAL BLDG
DETROIT, MI 48226-3506

SUBJECT: DIVOSTA HOMES, L.P.
Ref. Number: B03000000419

We have received your document for DIVOSTA HOMES, L.P., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 604A00072098

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with section(s) 607.1109, Florida Statutes.

First: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Abacoa Homes, Inc. 4500 PGA Boulevard, Suite 400 Palm Beach Gardens, FL 33418 Florida Document/Registration Number: <u>P97000025895</u>	Florida	Profit Corporation
DiVosta Homes, L.P. 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304 Florida Document/Registration Number: <u>B03000000419</u>	Delaware	Limited Partnership

Second: The exact name, street address of its principal office, jurisdiction and entity type of the **surviving** party is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DiVosta Homes, L.P. 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304	Delaware	Limited Partnership

Third: The Plan of Merger is attached.

Fourth: The Plan of Merger was approved by each merging entity in accordance with the respective laws of all applicable jurisdictions.

Fifth: The surviving entity, DiVosta Homes, L.P., a Delaware limited partnership, appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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Sixth: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.

Seventh: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), Florida Statutes.

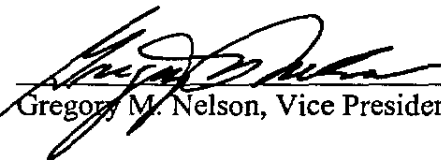
Eighth: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

Ninth: The merger shall become effective as of 11:59 p.m. on December 31, 2004.

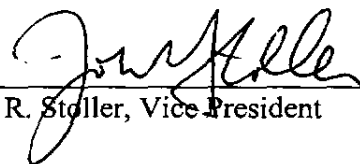
Tenth: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

DiVOSTA HOMES, L.P., a Delaware limited partnership

By: DiVOSTA HOMES HOLDINGS, LLC, a Delaware limited liability company, Its General Partner

By: 
Gregory M. Nelson, Vice President

ABACOA HOMES, INC., a Florida corporation

By: 
John R. Stoller, Vice President

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PLAN OF MERGER

The following plan of merger ("**Plan**"), which was adopted and approved by each party to the merger in accordance with section(s) 607.1108, Florida Statutes, is being submitted in accordance with section(s) 607.1109, Florida Statutes.

First: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Abacoa Homes, Inc.	Florida
DiVosta Homes, L.P.	Delaware

Second: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DiVosta Homes, L.P.	Delaware

Third: The terms and conditions of the merger are as follows:

A. Merger. Abacoa Homes, Inc., a Florida corporation ("**Corporation**"), shall be merged with and into DiVosta Homes, L.P., a Delaware partnership ("**Partnership**"), in accordance with the laws of the States of Delaware and Florida.

B. Cessation of Business. Effective as of 11:59 p.m. on December 31, 2004, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Partnership.

C. Outstanding Shares; Share Transfer. The Corporation has 4,500 shares of nonvoting common stock outstanding and 500 shares of voting common stock as of the effective date of this merger.

D. Partnership Interests. Prior to the effective date of the merger, the Partnership has one general partner, DiVosta Homes Holdings, LLC, a Delaware limited liability company, and one limited partner, PH5 Corporation, a Delaware corporation.

E. Effect on Stock. At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any

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consideration, and shall not be converted into partnership interests of the Partnership or the right to receive cash or any other consideration.

F. Effect on Partnership Interests. At the effective time of the Merger, the partners of the Partnership shall continue to be the partners of the Partnership with the same rights and ownership interests as immediately before the effective time of the Merger.

G. Power of the Board of Directors. The Board of Directors and the officers of the Corporation are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation and the distribution of the Corporation's assets to the Partnership in accordance with the law.

H. Power of the General Partner. The general partner of the Partnership is hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation and the distribution of the Corporation's assets to the Partnership in accordance with the law.

I. Charter Documents. The Certificate of Limited Partnership and Partnership Agreement of the surviving Partnership, as in effect immediately before the effective time of the Merger, shall continue in existence until duly altered or amended.

Fourth: The manner and basis of converting the shares of the Corporation into shares, obligations, or other securities of the surviving Partnership or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

See Sections Third(E) and Third(F) above.

Fifth: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name and Address of the General Partner

DiVosta Homes Holdings, LLC
100 Bloomfield Hills Parkway, Suite 300
Bloomfield Hills, MI 48304

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Sixth: Other provisions relating to the merger are as follows:

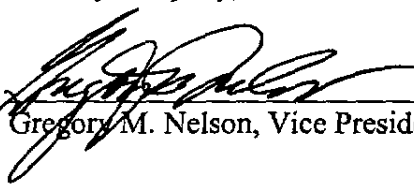
- A. Upon the effective date of the merger, the nonsurviving corporation shall cease to exist. The effective date of the merger shall be as of 11:59 p.m. on December 31, 2004.

- B. The Partnership has elected to be treated as a corporation for federal tax purposes. The Partnership owns all of the issued and outstanding stock of the Corporation, Thus, this merger is intended to be treated as a complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended, for federal tax purposes.

DIVOSTA HOMES, L.P., a Delaware limited partnership

By: **DIVOSTA HOMES HOLDINGS, LLC**, a Delaware limited liability company, Its General Partner

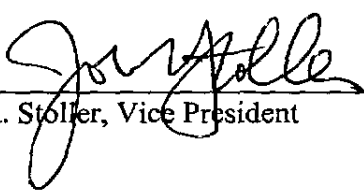
By:



Gregory M. Nelson, Vice President

ABACOA HOMES, INC., a Florida corporation

By:



John R. Stoller, Vice President

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TALLAHASSEE, FLORIDA

**CONSENT IN LIEU OF COMBINED SPECIAL MEETING
OF THE SHAREHOLDER AND BOARD OF DIRECTORS OF
ABACOA HOMES, INC.**

The undersigned, being the sole Shareholder and members of the Board of Directors of **ABACOA HOMES, INC.**, a Florida corporation ("*Corporation*"), hereby consent to, authorize and approve the following actions:

RESOLVED, that this Corporation forthwith liquidate and dissolve pursuant to the following Plan of Complete Liquidation ("*Plan*") which is hereby adopted in accordance with the laws of the State of Florida and Section 332 of the Internal Revenue Code of 1986, as amended. Effective as of 11:59 p.m. on December 31, 2004 ("*Effective Date*"), the Corporation shall merge with and into **DIVOSTA HOMES, L.P.**, a Delaware limited partnership ("*Partnership*"), with the Partnership being the survivor, pursuant to an Agreement of Merger substantially in the form of Exhibit A attached hereto, which is hereby adopted.

FURTHER RESOLVED, that the Company, through any of its officers, is hereby authorized and directed to execute and deliver such other documents, and to take such other actions as the officers, in their sole discretion, may deem appropriate in order to consummate the transactions contemplated herein, and all documents heretofore or hereafter executed and all actions heretofore or hereafter taken by the officers are hereby ratified and confirmed and shall be fully binding and enforceable upon this Company.

FURTHER RESOLVED, that these resolutions may be executed in counterparts, each of which constitutes an original, and all of which, taken together, constitute one and the same original and facsimile signatures on these resolutions shall be deemed to constitute original signatures.

The undersigned, being the sole Shareholder and members of the Board of Directors of the Corporation, have taken and adopted the foregoing actions and authorizations in lieu of a formal joint special meeting of the Shareholder and members of the Board of Directors, and all such actions and authorizations shall have the same effect as separate votes of the Shareholder and Board of Directors for all purposes.

Dated: December 10, 2004

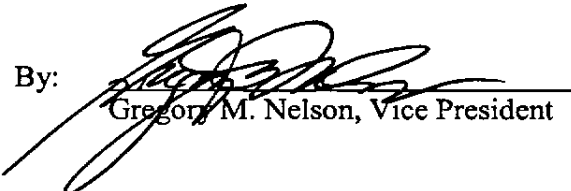
DIVOSTA HOMES, L.P.,
a Delaware limited partnership, Shareholder

By: **DIVOSTA HOMES HOLDINGS, LLC**,
a Delaware limited liability company,
Its General Partner

SECRETARY
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FLORIDA
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By:


Gregory M. Nelson, Vice President

Dated: _____, 2004

David A. Koon, Director

Dated: _____, 2004

William E. Shannon, Director

Dated: _____, 2004

Harmon D. Smith, Director

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TALLAHASSEE, FLORIDA

By: _____
Gregory M. Nelson, Vice President

Dated: Dec 10, 2004

David A. Koon
David A. Koon, Director

Dated: DEC. 10, 2004

William E. Shannon
William E. Shannon, Director

Dated: Dec. 10, 2004

Harmon D. Smith
Harmon D. Smith, Director

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