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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

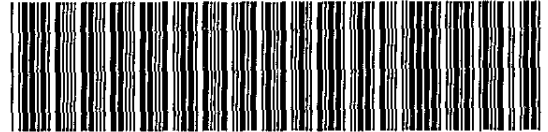
(Business Entity Name)

(Document Number)

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03 DEC 19 PM 4: 37  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

RECEIVED DATE  
12/21/03

CT CORPORATION

December 19, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE  
12/19/03

Re: Order #: 5992856 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Divosta and Company, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Divosta and Company, Inc. (FL)  
Obtain Document - Misc - Certificate Re Merger  
Florida

02638

USE ATTACH 1

Divosta and Company, Inc. (FL)  
Cert Copy of Merger  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

~~CONFIDENTIAL~~  
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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>
DiVosta and Company, Inc. 4500 PGA Boulevard, Suite 400 Palm Beach Gardens, FL 33418 Florida Document/Registration Number: <u>247035</u>	Florida	Profit Corporation
DiVosta Homes, L.P. 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304 Florida Document/Registration Number: <u>N/A</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.

**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, 620.205, and/or 608.4384, 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), 608.4381(2), and/or 620.202(2), 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, 2003.


**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,** (f/k/a  
a Delaware limited liability company **PH6 .LLC)**  
Its General Partner

By:   
Gregory M. Nelson  
Its Vice President

**DiVOSTA AND COMPANY, INC.,**  
a Florida corporation

By:   
John R. Stoller  
Its Vice President

## 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) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

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

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TALLAHASSEE, FLORIDA  
12/31/03

**Second:** The exact name and jurisdiction of the surviving party are 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. The Corporation shall be merged with and into the Limited 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, 2003, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Limited Partnership.

C. Outstanding Shares; Share Transfer. The Corporation has 270,000 shares of nonvoting common stock outstanding and 30,000 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 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 Company, 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(s) and Address(es) of General Partner(s)

DiVosta Homes Holdings, LLC, a Delaware limited liability company (f/k/a PH6 LLC)  
100 Bloomfield Hills Parkway, Suite 300  
Bloomfield Hills, MI 48304

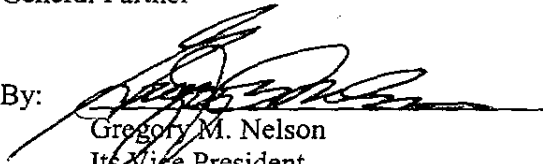
**Sixth:** Other provisions relating to the merger are as follows:

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, 2003.


This merger is intended to be a tax-free merger under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.

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

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

By:   
Gregory M. Nelson  
Its Vice President

**DiVOSTA AND COMPANY, INC.,**  
a Florida corporation

By:   
John R. Stoller  
Its Vice President