

L 000000007962

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4465 WOODMERE STREET
JACKSONVILLE, FLORIDA 32210

TELECOPIER: (904) 389-3023

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November 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

700003467867--5
-11/16/00--01083--001
****\$645.00 ****\$107.50

Dear Sir or Madam:

Enclosed for filing are the originals and two copies of six (6) separate Articles of Merger. Please return to me a certified copy of each as filed. Also enclosed is my check in the amount of \$645.00 representing the filing fees (\$465.00) and the certified copy costs (\$180.00).

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Michael A. Altes

Michael A. Altes

MAA/jka

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 27, 2000

MICHAEL A. ALTES
ATTORNEY AT LAW
4465 WOODMERE STREET
JACKSONVILLE, FL 32210

SUBJECT: FORSYTH STREET PROPERTIES LIMITED
Ref. Number: A09667

We have received your document for FORSYTH STREET PROPERTIES LIMITED and your check(s) totaling \$645.00. However, the document has not been filed and is being retained in this office for the following:

The merger cannot be filed because the limited partnership FORSYTH STREET PROPERTIES LIMITED is inactive. Enclosed is a blank reinstatement form.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 300A00060167

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TALLAHASSEE FLORIDA



THE
CLARKSON
COMPANY

January 31, 2001

Via Federal Express

Mr. Lee Rivers
Division of Corporations
Attn: Partnership Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Hogan Street Investors Limited, Document #A20987
Casa Blanca Investors Limited II, Document #A970000000458

Dear Lee:

As requested, enclosed is a check in the amount of \$1.00 on behalf of Hogan Street Investors Limited and a second check in the amount of \$88.75 for the Supplemental Fee for Casa Blanca Investors Limited II, Ltd.

Please file the following Articles of Merger held at your office:

- Broad Street Investors Limited (Document #A19372)
- Casa Blanca Investors Limited II, Ltd. (Document #A970000000458)
- Forsyth Street Properties Limited (Document #A09667)
- Hogan Street Investors Limited (Document #A20987)
- Regency Retail Associates, Ltd. (Document #A96000001911)
- Talleyrand Investors Limited (Document #A19378)

Thank you very much for your assistance.

Sincerely,

Hope Walker

Enclosure(s)

cc: Mike Altes, Esq.

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TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORSYTH STREET PROPERTIES LIMITED a Florida entity A09667

INTO

CLARKSON FORSYTH STREET INVESTORS, L.L.C., a Florida entity,
L00000007962

File date: January 16, 2001

Corporate Specialist: Lee Rivers

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

Articles of Merger

The following Articles of Merger are being submitted in accordance with Sections 607.1109, 608.4382, and/or 620.203, 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>
Forsyth Street Properties Limited 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: A09667 FEI Number: 59-2042112	Florida	limited partnership
Clarkson Forsyth Street Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007962 FEI Number:	Florida	limited liability company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clarkson Forsyth Street Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007962 FEI Number:	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by 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.

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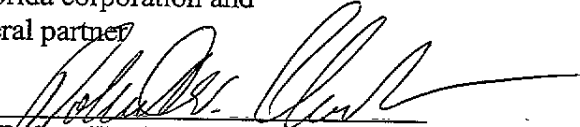
FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

TENTH: SIGNATURES FOR EACH PARTY:

FORSYTH STREET PROPERTIES LIMITED,
a Florida limited partnership

By: The Clarkson Company,
a Florida corporation and
general partner

By: 
Robert W. Clarkson, President

By: Camvest, Inc.,
a Florida corporation and
general partner

By: 
Charles A. Clarkson, President

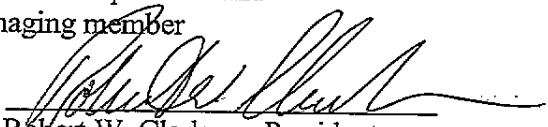
CLARKSON FORSYTH STREET INVESTORS, L.L.C.
a Florida limited liability company

By: The Clarkson Company,
a Florida corporation and
manager

By: 
Robert W. Clarkson, President

By: The Clarkson Group, L.L.C.
a Florida limited liability company
and member

By: The Clarkson Company,
a Florida corporation and
managing member

By: 
Robert W. Clarkson, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381, and 620.202, is being submitted in accordance with Sections 607.1108, 608.438, and 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Forsyth Street Properties Limited	Florida
Clarkson Forsyth Street Investors, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Clarkson Forsyth Street Investors, L.L.C.	Florida

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

All assets, including all real property, owned and held by Forsyth Street Properties Limited shall become assets of Clarkson Forsyth Street Investors, L.L.C. Clarkson Forsyth Street Investors, L.L.C. shall likewise assume all of the debts and obligations of Forsyth Street Properties Limited.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All interests, shares, obligations or other securities of Forsyth Street Properties Limited have been and are being contributed by the owners and holders thereof to the survivor, Clarkson Forsyth Street Investors, L.L.C.

B. The manner and basis of converting *rights to acquire* interests, shares, obligations or other securities of each merged party into *rights to acquire* interests, shares, obligations, or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire interests, shares, obligations or other securities of

Forsyth Street Properties Limited. Accordingly, there are no rights to acquire interests, shares, obligations, or other securities of Clarkson Forsyth Street Investors, L.L.C.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

The Clarkson Company
3100 University Boulevard South, Suite 200
Jacksonville, Florida 32216

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