

L:000000007970

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

TELECOPIER: (904) 389-3023

TELEPHONE: (904) 389-9883

November 14, 2000

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

Re: Articles of Merger

Dear Sir or Madam: A19378

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

800003467869--9  
-11/16/00--01083--001  
\*\*\*\*645.00 \*\*\*\*107.50

FILED  
01 JAN 16 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

W 2/5

GP



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: TALLEYRAND INVESTORS LIMITED  
Ref. Number: A19378

We have received your document for TALLEYRAND INVESTORS 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 TALLEYRAND INVESTORS 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: 700A00060198

FILED  
01 JAN 16 AM 9:29  
SECRETARY OF STATE  
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.

FILED  
01 JAN 16 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TALLEYRAND INVESTORS LIMITED a Florida entity A19378

INTO

CLARKSON TALLEYRAND INVESTORS, L.L.C., a Florida entity,  
L00000007970

File date: January 16, 2001

Corporate Specialist: Lee Rivers

### 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>
Talleyrand Investors Limited 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: A19378 FEI Number: 59-2523651	Florida	limited partnership
Clarkson Talleyrand Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007970 FEI Number:	Florida	limited liability company

FILED  
01 JAN 16 AM 9:30  
SECRETARY OF STATE  
TALLEYRAND INVESTORS LIMITED

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 Talleyrand Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007970 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.

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:

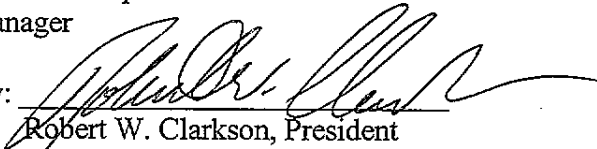
TALLEYRAND INVESTORS LIMITED,  
a Florida limited partnership

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

By:   
Charles A. Clarkson, President

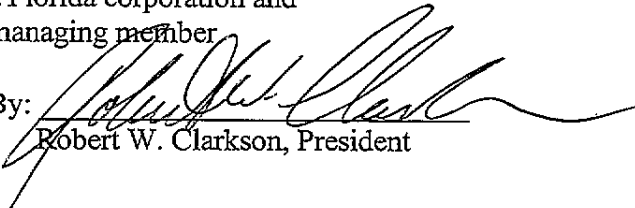
CLARKSON TALLEYRAND INVESTORS, L.L.C.  
a Florida limited liability company

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

FILED  
01 JAN 16 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## 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>
Talleyrand Investors Limited	Florida
Clarkson Talleyrand 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 Talleyrand Investors, L.L.C.	Florida

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

All assets, including all real property, owned and held by Talleyrand Investors Limited shall become assets of Clarkson Talleyrand Investors, L.L.C. Clarkson Talleyrand Investors, L.L.C. shall likewise assume all of the debts and obligations of Talleyrand Investors 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 Talleyrand Investors Limited have been and are being contributed by the owners and holders thereof to the survivor, Clarkson Talleyrand 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

FILED  
01 JAN 16 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Talleyrand Investors Limited. Accordingly, there are no rights to acquire interests, shares, obligations, or other securities of Clarkson Talleyrand 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

FILED

01 JAN 16 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE FLORIDA