

L00000014881

ALAN J. MARCUS  
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Telefax (305) 937-1857

Via Federal Express

December 4, 2000

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500003491265--4  
-12/07/00--01082--004  
\*\*\*\*\*95.00 \*\*\*\*\*95.00

**RE: Merger of Equity One (Epsilon) Inc. into Equity One (Clematis) LLC.**

Dear Sir or Madam:

Enclosed please find the Articles of Merger along with an attached Plan of Merger for the above referenced merger.

Please be kind enough to return to the undersigned a certified copy of the Amended Articles of Incorporation using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$95.00 representing the filing fee on the above referenced Corporation, as follows:

|                             |         |
|-----------------------------|---------|
| Filing Fee for corporation  | \$35.00 |
| Filing Fee for LLC          | \$25.00 |
| Certified Copy of           |         |
| files documents             | \$30.00 |
| Certificate of Status (LLC) | \$ 5.00 |

FILED  
DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return a certified copy of the filed Articles of Merger and Certificate of Status using the enclosed Fedex Return Envelope.

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

Sincerely,



ALAN J. MARCUS

L00-14881

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 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:

| Name and Street Address                                                                           | Jurisdiction | Entity Type |
|---------------------------------------------------------------------------------------------------|--------------|-------------|
| 1. <b>Equity One (Epsilon) Inc.</b><br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Florida      | Corporation |

Florida Document/Registration Number: P94-000076150

FEI Number: 65-0569932

|                                                                                                   |         |                           |
|---------------------------------------------------------------------------------------------------|---------|---------------------------|
| 2. <b>Equity One (Clematis) LLC</b><br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Florida | Ltd. Liability<br>Company |
|---------------------------------------------------------------------------------------------------|---------|---------------------------|

Florida Document/Registration Number: L00000014881

FEI Number: Applied for

FILED  
00 DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### SECOND:

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

|                                                                                                                         |         |                              |
|-------------------------------------------------------------------------------------------------------------------------|---------|------------------------------|
| <b>Equity One (Clematis) LLC</b><br>1696 NE Miami Gardens Drive<br>2 <sup>nd</sup> Floor<br>North Miami Beach, FL 33179 | Florida | Limited Liability<br>Company |
|-------------------------------------------------------------------------------------------------------------------------|---------|------------------------------|

Florida Document/Registration Number: L00000014881

FEI Number: Applied

**THIRD:**

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

**FOURTH:**

If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:**

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.

**SIXTH:**

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.

**SEVENTH**

The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**EIGHT:**

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

FILED  
09 DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NINTH:

**SIGNATURE(S) FOR EACH PARTY:**

EQUITY ONE (EPSILON) INC.  
a Florida Corporation

By: \_\_\_\_\_

CHAIM KATZMAN, President

EQUITY ONE (CLEMATIS) LLC  
a Florida Limited Liability Company

By: \_\_\_\_\_

DORON VALERO, Vice President,  
Equity One Realty & Management, Inc.  
Managing Member

STATE OF FLORIDA )

COUNTY OF MIAMI DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DORON VALERO, Vice President of Equity One Realty & management, Inc., Managing Member of Equity One (Clematis) LLC, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 4th day of December, 2000.

Seal:



\_\_\_\_\_  
Notary Signature

FILED  
00 DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA      )

COUNTY OF MIAMI DADE      )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHAIM KATZMAN, President of Equity One (Epsilon) Inc., a Florida Corporation, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 4th day of December, 2000.

Seal:

  
Notary Signature



FILED  
NO DEC -7 PM 5:00  
SECRETARY OF STATE  
TAMMIE F. JAMES  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, 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> |
|--------------|----------------------|
|--------------|----------------------|

|                                                                                         |         |
|-----------------------------------------------------------------------------------------|---------|
| Equity One (Epsilon) Inc.<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Florida |
|-----------------------------------------------------------------------------------------|---------|

|                                                                                         |         |
|-----------------------------------------------------------------------------------------|---------|
| Equity One (Clematis) LLC<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Florida |
|-----------------------------------------------------------------------------------------|---------|

FILED  
00 DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### SECOND:

The exact name and jurisdiction of the **surviving** party (the "Surviving Entity") are as follows:

| <u>Name:</u> | <u>Jurisdiction:</u> |
|--------------|----------------------|
|--------------|----------------------|

|                                                                                         |         |
|-----------------------------------------------------------------------------------------|---------|
| Equity One (Clematis) LLC<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Florida |
|-----------------------------------------------------------------------------------------|---------|

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

Equity One (Epsilon) Inc. would be absorbed by the Equity One (Clematis) LLC, and on the effective date of the merger, the existence of Equity One (Epsilon) Inc. shall cease and Equity One (Clematis) LLC shall succeed to all of the rights, privileges, immunities franchises, and all of the property, real, personal, mixed, etc. without the necessity for any separate transfers or conveyances. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of Equity One (Epsilon) Inc. and neither the rights

of creditors nor any liens on the property shall be impaired by the merger.

After the effective date of the merger, the holder of certificates of shares of common stock in Equity One (Epsilon) Inc. shall surrender same to the Surviving Corporation, in exchange for a similar percentage membership interest in the Surviving Corporation.

**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:

Each stockholder of Equity One (Epsilon) Inc. shall exchange its shares for the same percentage interest in the Surviving Entity.

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:

Each stock owner of Equity One (Epsilon) inc. will have its percentage interest converted to an equivalent interest in the Surviving Entity.

**FIFTH:**

If a limited liability Company is the surviving entity and it is to be managed by on or more managers, the names and addressed of the manager is as follows:

Equity One Realty & Management, Inc.  
1696 NE Miami Gardens Drive  
2<sup>nd</sup> floor  
North Miami Beach, FL 33179

IN WITNESS WHEREOF, the parties have set their hands and seals on this instrument on the \_\_\_\_ day of December, 2000.

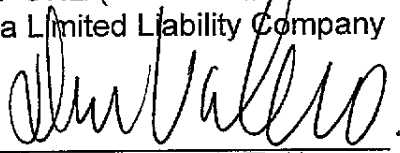
EQUITY ONE (EPSILON) INC.  
a Florida Corporation

By: 

CHAIM KATZMAN, President

FILED  
00 DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EQUITY ONE (CLEMATIS) LLC  
a Florida Limited Liability Company

By:   
DORON VALERO, Vice President,  
Equity One Realty & Management, Inc.  
Managing Member

FILED  
ON DEC -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

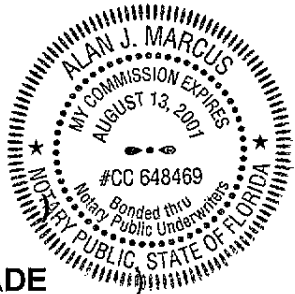
STATE OF FLORIDA )

COUNTY OF MIAMI DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DORON VALERO, Vice President of Equity One Realty & management, Inc., Managing Member of Equity One (Clematis) LLC, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 4  
day of December, 2000.

Seal:



STATE OF FLORIDA

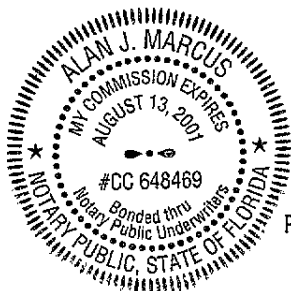
COUNTY OF MIAMI DADE

  
Notary Signature

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHAIM KATZMAN, President of Equity One (Epsilon) Inc., a Florida Corporation, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 4<sup>th</sup>  
day of December, 2000.

Seal:



  
Notary Signature



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

Equity One (Epsilon) Inc., a Florida entity, P94000076150

INTO

**EQUITY ONE (CLEMATIS) LLC**, a Florida entity, L00000014881

File date: December 7, 2000

Corporate Specialist: Tammi Cline