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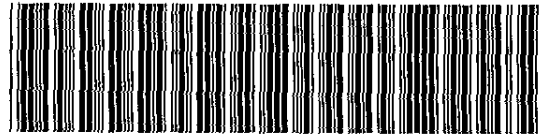
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900010113129

SEC. OF STATE  
TALLAHASSEE, FL 32301

03 JAN 30 PM 2:40

FILED



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

January 30, 2003

CSC  
SUSIE KNIGHT

SUBJECT: AMBERWOOD APARTMENTS, LTD.  
Ref. Number: A10300

03 JAN 30 PM 2:40  
FILED  
TALLAHASSEE, FLORIDA

We have received your document for AMBERWOOD APARTMENTS, LTD. and the authorization to debit your account in the amount of \$107.50. However, the document has not been filed and is being returned for the following:

THE PLAN OF MERGER MUST LIST THE NAMES & ADDRESSES OF  
MANAGER OR MANAGING MEMBER.

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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 503A00006437

RECEIVED  
03 JAN 31 AM 10:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 912965 128671A  
AUTHORIZATION : *Patricia Pizich*  
COST LIMIT : \$ 107.50

ORDER DATE : January 30, 2003

ORDER TIME : 10:59 AM

ORDER NO. : 912965-015

CUSTOMER NO: 128671A

CUSTOMER: Alan Levine, Esq  
Levine & Partners, P.a.  
7th Floor  
1110 Brickell Avenue  
Miami, FL 33131

FILE 3RD

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03 JAN 30 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AMBERWOOD APARTMENTS, LTD.

INTO

AMBERWOOD APARTMENTS II, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156  
EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AMBERWOOD APARTMENTS, LTD. A FLORIDA LIMITED PARTNERSHIP  
A10300

INTO

**AMBERWOOD APARTMENTS II, LLC**, a Florida entity, L01000019143

File date: January 30, 2003

Corporate Specialist: Marsha Thomas

Account number: 072100000032      Amount charged: 107.50

**ARTICLES OF MERGER**  
of  
**AMBERWOOD APARTMENTS, LTD.**  
(a Florida limited partnership)  
and  
**AMBERWOOD APARTMENTS II, LLC**  
(a Florida limited liability company)


*-A 10300*  
*LO1000019143*

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act") and Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986), (the "1986 Act"), **AMBERWOOD APARTMENTS II, LLC**, a Florida limited liability company (the "Surviving Entity") and **AMBERWOOD APARTMENTS, LTD.**, a Florida limited partnership (the "Disappearing Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger dated as of Jan 30, 2003 describing the merger between the Disappearing Entity and the Surviving Entity.
2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective on the date of the filing of these Articles of Merger with the Florida Department of State.
3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the Act by the written consent of the sole member of the Surviving Entity on Jan 30, 2003, and was adopted and approved in accordance with the provisions of the 1986 Act by the written consent of the general partner and the limited partner of the Disappearing Entity on Jan 30, 2003.


**IN WITNESS WHEREOF**, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Entity and the Disappearing Entity, as of Jan 30, 2003.

**AMBERWOOD APARTMENTS II, LLC**, a Florida  
limited liability company

By:   
Paul C. Steinfurth, Managing Member

**AMBERWOOD APARTMENTS, LTD.**  
a Florida limited partnership

By: **AMBER GP, INC.**, a Florida corporation, as its  
General Partner

By:   
Paul C. Steinfurth, President

FILED  
03 JAN 30 PM 2:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**WRITTEN CONSENT  
OF THE  
SOLE MEMBER  
OF  
AMBERWOOD APARTMENTS II, LLC**

**THE UNDERSIGNED**, being the sole member (the "Member") of Amberwood Apartments II, LLC, a Florida limited liability company (the "Company"), pursuant to Section 608.4231 of the Florida Limited Liability Company Act, does hereby adopt the resolutions set forth below and agrees that when he has signed this written consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted at a formal meeting of the Company's members, duly called and held for the purpose of acting upon a proposal to adopt such resolutions.

**WHEREAS**, the Member deems it to be in the best interest of the Company to complete a merger of Amberwood Apartments, Ltd., a Florida limited partnership, with and into the Company (the "Merger") in accordance with and pursuant to the Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit A.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan, and such other documents, agreements and instruments as the Member or appropriate officers of the Company, with the advice of counsel, may determine to be necessary or desirable to consummate the transactions contemplated by the Merger, be and hereby are adopted and approved; and

**FURTHER RESOLVED**, that the Member or an appropriate officer of the Company be and hereby is, authorized, empowered and directed to execute and deliver, on behalf of the Company, the Plan and such other certificates, instruments and documents as such Member or the appropriate officer of the Company, with the advice of counsel, may determine to be necessary or desirable to consummate the Merger and the transactions contemplated by the Merger, including but not limited to, the Articles of Merger, a copy of which is attached hereto as Exhibit B; and

**FURTHER RESOLVED**, that the Member or the appropriate officers of the Company be and hereby are empowered and directed to file the Articles of Merger with the Florida Department of State; and

**FURTHER RESOLVED**, that the Member or the appropriate officers of the Company be and hereby are authorized, empowered and directed to do or cause to be done any and all such other acts and things and to execute and deliver all such further agreements, instruments, certificates, documents and papers, as with the advice of counsel, they may deem necessary, appropriate or convenient to carry out the effect and full intent and purposes of the foregoing resolutions; and the execution thereof by such Member or officers on behalf of the Company shall be conclusive evidence of such approval; and

**FURTHER RESOLVED**, that any action that has been taken by the Member or the appropriate officers of the Company or either of their designees in connection with the foregoing resolutions is hereby ratified, approved and confirmed.

IN WITNESS WHEREOF, the undersigned has executed this Consent of the Member  
as of the 30<sup>th</sup> day of January, 2003.

MEMBER:



Paul C. Steinfurth

Membership Interest: 100%

**FILED**  
03 JAN 30 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JOINT WRITTEN CONSENT  
OF THE  
SOLE GENERAL PARTNER  
AND THE SOLE LIMITED PARTNER  
OF  
AMBERWOOD APARTMENTS, LTD.**

03 JAN 30 PM 2:40  
FILED  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, being the general partner (the "General Partner") and the limited partner (the "Limited Partner") of Amberwood Apartments, Ltd., a Florida limited partnership (the "Partnership"), pursuant to Sections 620.127 and 620.133 of the Florida Revised Uniform Limited Partnership Act, do hereby adopt the resolutions set forth below and agree that when the General Partner and the Limited Partner have signed this written consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted at a formal meeting of the Partnership's partners, duly called and held for the purpose of acting upon a proposal to adopt such resolutions.

**WHEREAS**, the General Partner and the Limited Partner deem it to be in the best interest of the Partnership to merge the Partnership with and into Amberwood Apartments II, LLC, a Florida limited liability company (the "Merger") in accordance with and pursuant to the Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit A.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan, and such other documents, agreements and instruments as the General Partner and the Limited Partner of the Partnership, with the advice of counsel, may determine to be necessary or desirable to consummate the transactions contemplated by the Merger, be and hereby are adopted and approved; and

**FURTHER RESOLVED**, that the General Partner of the Partnership be and hereby is, authorized, empowered and directed to execute and deliver, on behalf of the Partnership, the Plan and such other certificates, instruments and documents as such General Partner, with the advice of counsel, may determine to be necessary or desirable to consummate the Merger and the transactions contemplated by the Merger, including but not limited to, the Articles of Merger, a copy of which is attached hereto as Exhibit B; and

**FURTHER RESOLVED**, that the General Partner of the Partnership be and hereby is empowered and directed to file the Articles of Merger with the Florida Department of State; and

**FURTHER RESOLVED**, that the General Partner of the Partnership be and hereby is authorized, empowered and directed to do or cause to be done any and all such other acts and things and to execute and deliver all such further agreements, instruments, certificates, documents and papers as such General Partner, with the advice of counsel, may deem necessary, appropriate or convenient to carry out the effect and full intent and purposes of the foregoing resolutions; and the execution thereof by such General Partner shall be conclusive evidence of such approval; and

**FURTHER RESOLVED**, that any action that has been taken by the General Partner of the Partnership or such General Partner's designees in connection with the foregoing resolutions is hereby ratified, approved and confirmed.



IN WITNESS WHEREOF, the undersigned has executed this Consent of the General Partner as of the 30<sup>th</sup> day of January, 2003.

**GENERAL PARTNER:**

AMBER GP, INC., a Florida corporation

By: [Signature]  
Paul C. Steinfurth, President

**LIMITED PARTNER:**

By: [Signature]  
Paul C. Steinfurth, individually

FILED  
03 JAN 30 PM 2:40  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**OF**  
**AMBERWOOD APARTMENTS, LTD.**  
**AND**  
**AMBERWOOD APARTMENTS II, LLC**

**FILED**  
03 JAN 30 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS PLAN OF MERGER** (the "Plan of Merger") is entered into this 30<sup>th</sup> day of January, 2003, by and between **AMBERWOOD APARTMENTS, LTD.**, a Florida limited partnership (the "Disappearing Company") and **AMBERWOOD APARTMENTS II, LLC**, a Florida limited liability company (the "Surviving Company").

**RECITALS:**

A. The Disappearing Company is a limited partnership duly organized and existing under the laws of the State of Florida. The Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida.

B. The general partner and limited partner (the "Disappearing Company Partners") of the Disappearing Company and the members of the Surviving Company (the "Surviving Company Members") believe that the merger of the Disappearing Company into the Surviving Company would be advantageous and beneficial to the respective parties.

C. Each of the Disappearing Company and the Surviving Company have agreed that the Disappearing Company shall merge into the Surviving Company upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida (the "Merger").

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transactions described above, the Disappearing Company and the Surviving Company, the constituent entities to this Plan of Merger, agree as follows:

1. **Merger.** The Disappearing Company shall be merged with and into the Surviving Company.

2. **Filing and Effective Time.** The Surviving Company shall file Articles of Merger with the Florida Department of State pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) ("FRULPA") and Section 608.4382 of the Florida Limited Liability Company Act (the "Act"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger with the Department of State of Florida.

3. **Surviving Company.** The Surviving Company shall continue its existence under its current name pursuant to the provisions of the Act, and all of the property, rights, privileges, powers and franchises of each of the Surviving Company and the Disappearing

Company shall vest in the Surviving Company, and all debts, liabilities and duties of each of the Surviving Company and the Disappearing Company shall become the debts, liabilities and duties of the Surviving Company.

4. **Disappearing Company.** The separate existence of the Disappearing Company shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** The units of the Disappearing Company (the "Units") shall be converted into and exchanged for 50% of the membership interests of the Surviving Company to be distributed among holders of the Units pro-rata based on their current ownership. On the Effective Date, all Units and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Articles of Organization.** The Articles of Organization of the Surviving Company, as now in force and effect, shall remain in force and effect after the Effective Date until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

7. **Operating Agreement.** The Operating Agreement of the Surviving Company, as now in force and effect, shall remain in force and effect after the Effective Date until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

8. **Approval.** The transactions contemplated by this Plan of Merger have previously been submitted to and approved by the general partner and the sole limited partner of the Disappearing Company and the sole member of the Surviving Company. Subsequent to the execution of this Plan of Merger by the appropriate Disappearing Company Partners and the Surviving Company, the proper officers of each entity, shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

9. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the Merger.

10. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

11. **Managing Member.** The Managing Member is Paul C. Steinfurth with an address at 3250 Mary Street, Suite 306, Miami, Florida 33133.


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TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the duly authorized officers of the constituent entities have executed this Plan of Merger as of the date first above written.

**"DISAPPEARING COMPANY"**

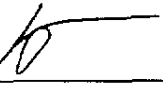
**AMBERWOOD APARTMENTS, LTD., a  
Florida limited partnership**

**By: AMBER GP, INC., a Florida corporation, as  
its General Partner**

By:   
Paul C. Steinfurth, President

**"SURVIVING COMPANY"**

**AMBERWOOD APARTMENTS II, LLC, a  
Florida limited liability company**

By:   
Paul C. Steinfurth, Managing Member

**FILED**  
03 JAN 30 PM 2:40  
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TALLAHASSEE, FLORIDA