

L040000046688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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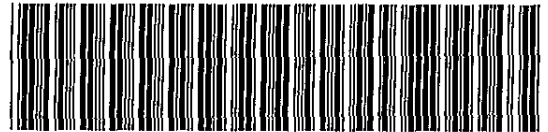
(Business Entity Name)

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04 AUG 26 AM 9:00

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TALLAHASSEE, FLORIDA

*[Handwritten signature]*



CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 864605 6519A  
AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : ~~\$100.00~~

ORDER DATE : August 26, 2004

ORDER TIME : 3:51 PM

ORDER NO. : 864605-005

CUSTOMER NO: 6519A

CUSTOMER: Alexander C. Mackinnon, Esq.  
Smith Mackinnon, P.a.  
Post Office Box 2254

Orlando, FL 32802-2254

ARTICLES OF MERGER

PREMIER RESIDENTIAL  
INVESTMENTS, LLC

INTO

TME MULTI-FAMILY III, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: 2914

08-26-04

14:57

FROM-

T-193 8-002404  
AUG 26 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, 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. | PREMIER RESIDENTIAL INVESTMENTS, LLC               | Florida      | Limited Liability Company |
|    | Florida Document/Registration Number: L02000025505 |              | FEI Number: 020645444     |
| 2. | TME MULTI-FAMILY III, LLC                          | Florida      | Limited Liability Company |
|    | Florida Document/Registration Number: L04000046688 |              | FEI Number: 20-1282990    |

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

- |    | Name and Street Address                            | Jurisdiction | Entity Type               |
|----|--|--------------|---------------------------|
| 1. | TME MULTI-FAMILY III, LLC                          | Florida      | Limited Liability Company |
|    | Florida Document/Registration Number: L04000046688 |              | FEI Number: 20-1282990    |

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, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the business entities that are parties to the merger in accordance with the respective laws of the State of Florida.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 608.4384, Florida Statutes.

SIXTH: The merger is permitted under the respective laws of the State of Florida 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

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

08-26-04

14:58

FROM-

T-193 P.003/004 F-812

NINTH: SIGNATURE(S) FOR EACH PARTY:

PREMIER RESIDENTIAL  
INVESTMENTS, LLC

By: *Gustavus Bass*  
Gustavus Bass  
As its Manager

TME MULTI-FAMILY III, LLC

By: *Gustavus Bass*  
Gustavus Bass  
As its Manager

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations:	Signature of Chairman, Vice Chairman, President or any officer.
All General Partnerships:	Signatures of two partners.
All Domestic Limited Partnerships:	Signature of all general partners.
All Non-Florida Limited Partnerships:	Signature of one general partner.
All Limited Liability Companies:	Signature of a member or authorized representative of a member.

Mailing address:  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Street address:  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

08-26-04

14:58

FROM-

T-193 P.004/004 F-812

#### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381 is being submitted in accordance with section 608.438, Florida Statutes.

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

Name	Jurisdiction
PREMIER RESIDENTIAL INVESTMENTS, LLC	Florida

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

Name	Jurisdiction
TME MULTI-FAMILY III, LLC	Florida

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

TME Multi-Family III, LLC, shall be the surviving entity.

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:

The one hundred percent (100%) ownership interest of Tracy L. McGrady, Jr. in Premier Residential Investments, LLC shall be converted to a five percent (5%) ownership interest of TME Multi-Family, LLC in TME Multi-Family III, LLC and a ninety-five percent (95%) ownership interest of Tracy L. McGrady, Jr. In TME Multi-Family III, LLC.

FIFTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s), managing members are as follows:

Gustavus Bass  
2327 Englert Drive, Suite 102  
Durham, North Carolina 27713