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Florida Dept of State



July 31, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TERRANOVA BISCAYNE INVESTMENTS, LLC
C/O ROGELIO CORYO, JR.
13220 S.W. 21ST STREET
MIAMI, FL 33175

SUBJECT: TERRANOVA BISCAYNE INVESTMENTS, LLC
REF: L04000048491

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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

FAX Aud. #: RD6000189466
Letter Number: 606A00047916

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P.O. BOX 6327 - Tallahassee, Florida 32314

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CFN 2006R0307065
 OR Bk 24249 Pgs 0165 - 1697 (5pgs)
 RECORDED 03/23/2006 10:54:48
 HARVEY RUVIN, CLERK OF COURT
 MIAMI-DADE COUNTY, FLORIDA

ARTICLES OF MERGER
 OF
 EAST BOULEVARD APARTMENTS, LLC
 INTO
 TERRANOVA BISCAYNE INVESTMENTS, LLC.

The undersigned limited liability companies hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §608.438:

1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Limited Liability Corporation</u>	<u>Jurisdiction of Incorporation</u>
East Boulevard Apartments, LLC 3001 SW 130 th Avenue Miami, FL 33175	Florida

Terranova Biscayne Investments, LLC 13220 SW 21 st Street Miami, FL 33175	Florida
--	---------

2. The surviving company of the merger is Terranova Biscayne Investments, LLC with an address: 13220 SW 21st Street, Miami, FL 33175.
3. The Agreement of Merger was approved and adopted by the vote of the members of the parties to the Merger on January 9, 2006 in accordance with applicable Florida law.
4. No amendments to the Articles of Organization of Terranova Biscayne Investments, LLC, the surviving corporation, are to be effected by the merger. All membership certificates of East Boulevard Apartments, LLC that is issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger.
5. The effective date of the Merger is the date on which the Articles of Merger are filed with the State.
6. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any limited liability corporation or the articles of

This instrument prepared by:
 Mark S. Meland, Esq.
 Meland Russin Hollinger and Budwick, P.A.
 200 South Biscayne Blvd
 Suite 3000
 Miami, FL 33131
 305-358-6363

1.

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<p><u>[Signature]</u> Signature of witness Print name of witness: <u>Santa Maria</u> <u>ruiz</u></p> <p><u>[Signature]</u> Signature of witness Print name of witness: <u>Heide Smith</u></p>	<p>Terranova Biscayne Investments, LLC, a Florida limited liability company</p> <p>By: <u>[Signature]</u> <u>ROSELIA CORREA JR.</u></p>
<p><u>[Signature]</u> Signature of witness Print name of witness: <u>CHARIE RAINES</u></p> <p><u>[Signature]</u> Signature of witness Print name of witness: <u>Margulies Dor</u></p>	<p>East Boulevard Apartments, LLC, a Florida limited liability company</p> <p>By: <u>[Signature]</u> <u>ALICIA PERILLO</u></p>

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TALLAHASSEE, FLORIDA

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This instrument prepared by:
Mark S. Meland, Esq.
Meland Russin Hellingier and Budwick, P.A.
200 South Biscayne Blvd
Suite 2000
Miami, FL 33131
305-358-6363

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EXHIBIT "A"

Lots 40, 41 and 42, BANKERS PARK, according to the Plat thereof, as recorded in Plat Book 2, Page 53, of the Public Records of Miami-Dade County, Florida.

FOLIO NUMBERS: 01-3230-017-0330 and 01-3230-017-0340.

AND

Lots 38 and 39, BANKERS PARK, according to the Plat thereof, as recorded in Plat Book 2, Page 53, of the Public Records of Miami-Dade County, Florida.

FOLIO NUMBER: 01-3230-017-0320.

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organization of any LLC that is a party to the merger.

7. **Authority to File in the Public Record.** The Surviving LLC may, at its discretion, file this Article of Merger in the Public Records of Miami-Dade County, Florida against the real property described in Exhibit "A".

~~March~~
Dated: January 8, 2006.

SIGNATURES ON THE FOLLOWING PAGE

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This instrument prepared by:
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Meland Russin Hellingor and Budwick, P.A.
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LAST PAGE

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8 day of March, 2006, by Rogelio Corvo, as Manager of Terranova Biscayne Investments, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me and who did (not) take an oath.



Marcos Santa Maria
My Commission DC228015
Expires July 02, 2007

State of Florida
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8 day of March, 2006, by Alice Peiro, as President of East Boulevard Apartments, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me and who did (not) take an oath.



Marcos Santa Maria
My Commission DC228015
Expires July 02, 2007

State of Florida
My Commission Expires:

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TALLAHASSEE, FLORIDA

This instrument prepared by:
Mark S. Meland, Esq.
Meland Russin Hellinger and Budwick, P.A.
200 South Biscayne Blvd
Suite 3000
Miami, FL 33131
305-358-6363

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AGREEMENT AND PLAN OF MERGER

~~Dated as of January 8, 2006~~
March

among

East Boulevard Apartments, LLC.
AND
Terranova Biscayne Investments, LLC

MERGER OF

East Boulevard Apartments, LLC
INTO
Terranova Biscayne Investments, LLC

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TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

8 AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of ^{March} January 2006 by and among East Boulevard Apartments, LLC, a Florida limited liability company ("the Company") and Terranova Biscayne Investments, LLC, a Florida limited liability company ("Acquiror")

RECITAL

WHEREAS, the Manager of the Company has determined that a business combination between the Company and Acquiror is in the best interests of the Company and its members and presents an opportunity for the Company to achieve long-term strategic and financial benefits, and, accordingly, has approved and adopted this Agreement and the transactions contemplated hereby; and

WHEREAS, the Manager of the Company has determined that the merger and the other transactions provided for herein are fair to the members of the Company and recommends approval thereof by the members of the Company; and

WHEREAS, the Manager and Members of Acquiror has determined that the merger and the other transactions provided for herein are fair to the members of Acquiror and recommends approval thereof by the members of the Acquiror; and

~~WHEREAS, the parties to this Agreement intend that the merger and the other transactions provided for herein shall qualify as a "reorganization" within the meaning of Section 263(a) of the Code and be treated for as a pooling of interests for financial reporting purposes;~~

AGREEMENT

The following plan of merger was adopted and approved by each party to the merger in accordance with section 608.438 of the Florida Statutes.

1. **Surviving Corporation.** The Company, a Florida limited liability company, shall be merged into the Acquiror, a Florida limited liability company, which latter corporation shall, henceforth, be known as the "Surviving LLC"
2. **Effective Date.** This merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State (herein referred to as the "Effective Date").
3. On the Effective Date, all membership certificates of East Boulevard Apartments, LLC that are issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger.

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TALLAHASSEE, FLORIDA



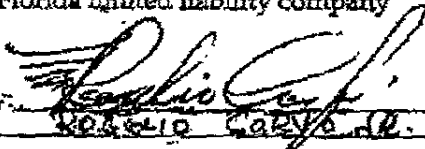
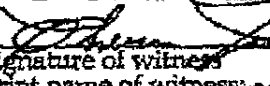
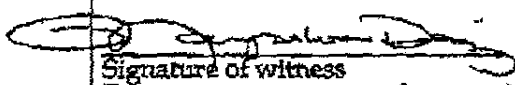
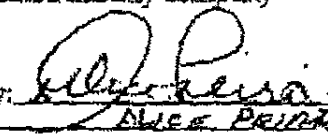
4. On the Effective Date, the Company shall be merged into the Acquiror. The separate existence of the Company shall cease, the membership interests and certificates of the Company shall be cancelled, and Acquiror as the Surviving LLC, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida.
5. **Articles of Organization.** From and after the Effective Date, the Articles of Organization of Acquiror shall constitute the Articles of Organization of the Acquiror, until amended in accordance with the Florida Law; and the Operating Agreement of Acquiror shall constitute the Operating Agreement of the Acquiror and Surviving LLC, until amended in accordance with the Articles of Organization of the Surviving LLC, as in effect from time to time, and with the Florida law.
6. **Authority of Manager.** The Manager of the Company and Acquiror are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing of Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service and any other governing bodies.
7. The Managing Member of the Acquiror and Surviving LLC shall remain the same as follows: _____

IN WITNESS WHEREOF, this Plan of Merger has been signed, approved and is hereby adopted by all of the members and manager all on the day and year first above written.

SIGNATURES ON THE FOLLOWING PAGE

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TALLAHASSEE, FLORIDA

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<p> Signature of witness Print name of witness: <u>CHARIE RAPID</u></p> <p> Signature of witness Print name of witness: <u>CHARIE RAPID</u></p>	<p>Terranova Biscayne Investments, LLC, a Florida limited liability company</p> <p>By:  <u>ROBERTO GARCIA JR.</u></p>
<p>x  Signature of witness Print name of witness: <u>CHARIE RAPID</u></p> <p> Signature of witness Print name of witness: <u>MARYSENA DIAZ</u></p>	<p>East Boulevard Apartments, LLC, a Florida limited liability company</p> <p>By:  <u>ALICE PRIDD</u></p>

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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