

Division of Corporations

Page 1 of 1

LO8000049496

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
MUSEUM WALK APARTMENTS LLC**

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July 9, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MUSEUM WALK APARTMENTS LLC
1680 MERIDIAN AVE STE 102
MIAMI BEACH, FL 33139

SUBJECT: MUSEUM WALK APARTMENTS LLC
REF: L08000049496

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 contain 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.

The plan of merger must contain 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Agnes Lunt
Regulatory Specialist II

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with the provisions of Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity</u>
1. <u>Museum Walk Apartments LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>1680 Meridian Avenue, Suite 102</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000049496</u>		
FBI Number: <u>58-1893921</u>		
2. <u>Pineview Partners, LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>2315 Pinetree Drive</u>		
<u>Miami Beach, Florida 33140</u>		
Florida Document/Registration Number: <u>L05000101135</u>		
FBI Number: <u>20-3677438</u>		

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

Name and Street Address:

<u>Museum Walk Apartments LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>1680 Meridian Avenue, Suite 102</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000049496</u>		
FBI Number: <u>58-1893921</u>		

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with the provisions of Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

LEOPOLD KORN LEOPOLD & SNYDER, P.A.

20101 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-933-3500

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FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURES FOR EACH PARTY.

MUSEUM WALK APARTMENTS LLC, a Florida limited liability company

By: ALAN LIEBERMAN MANAGEMENT CORPORATION, INC., a Florida corporation, its Manager

By: 
ALAN LIEBERMAN, President

PINEVIEW PARTNERS, LLC, a Florida limited liability company

By: 
ALAN LIEBERMAN, Managing Member

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TALLAHASSEE, FLORIDA

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2001 Bluejay Boulevard, Suite 501, Oviedo, FL 32760 Telephone: 407-834-1300

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PLAN OF MERGER

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

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

NameJurisdiction

MUSEUM WALK APARTMENTS LLC

State of Florida

PINEVIEW PARTNERS, LLC

State of Florida

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

MUSEUM WALK APARTMENTS LLC

State of Florida

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

MUSEUM WALK APARTMENTS LLC and PINEVIEW PARTNERS, LLC are hereby merged and the surviving entity shall be MUSEUM WALK APARTMENTS LLC. All assets of these two (2) limited liability companies shall be deemed to be owned by MUSEUM WALK APARTMENTS LLC. The interests, shares, obligations and other securities of each merged party have been converted, in whole, into cash or other property of MUSEUM WALK APARTMENTS LLC. In addition, the rights to acquire interests, shares, obligations and other securities of each merged party have been converted, in whole, into cash or other property of MUSEUM WALK APARTMENTS LLC.

FOURTH: The name and address of the Manager of the surviving entity is:

ALAN LIEBERMAN MANAGEMENT CORPORATION, INC.
1680 Meridian Avenue
Suite 102
Miami Beach, Florida 33139

LEOPOLD KORN LEOPOLD & SNYDER, P.A.

20001 Biscayne Boulevard, Suite 501, Aventura, FL 33160 Telephone: 305-935-3500

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