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

Certificate of Status	1
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Page Count	04
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DIVISION OF CORPORATIONS
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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>808 Collins Avenue</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000049496</u>		
FEI Number: <u>581893921</u>		
2. <u>Lincoln Arms of Miami Beach 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>L12000006504</u>		
FEI Number: <u>300717233</u>		

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

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity</u>
<u>Museum Walk Apartments LLC</u>	<u>State of Florida</u>	<u>limited liability company</u>
<u>808 Collins Avenue</u>		
<u>Miami Beach, Florida 33139</u>		
Florida Document/Registration Number: <u>L08000049496</u>		
FEI Number: <u>581893921</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.

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FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the 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: PCCO INC., a Florida corporation, Managing Member

By: 
ALAN LIEBERMAN, President

LINCOLN ARMS OF MIAMI BEACH, LLC, a Florida limited liability company

By: PCCO INC., a Florida corporation, Managing Member

By: 
ALAN LIEBERMAN, President

LEOPOLD KORN, P.A. | 2001 Biscayne Boulevard, Suite 501 | Aventura, FL 33180 | Telephone: 305-935-3500

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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:

<u>Name</u>	<u>Jurisdiction</u>
MUSEUM WALK APARTMENTS LLC	State of Florida
LINCOLN ARMS OF MIAMI BEACH LLC	State of Florida

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

MUSEUM WALK APARTMENTS LLC	State of Florida
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THIRD: The terms and conditions of the merger are as follows:

MUSEUM WALK APARTMENTS LLC and LINCOLN ARMS OF MIAMI BEACH 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.

FOURTH: The names and addresses of the Managing Members of the surviving entity are:

PCCO INC.
1680 Meridian Avenue, Suite 102
Miami Beach, Florida 33139

NATHAN LIEBERMAN
1680 Meridian Avenue, Suite 102
Miami Beach, Florida 33139

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