

L99-000004171
Peck & Abramson
Rosenberg, Reisman & Stein LLP

Attorneys & Counselors at Law

RICHARD E. DEUTCH, JR.
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December 6, 2000

Sent Via Federal Express

The Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Merger

Dear To Whom It May Concern:

Enclosed please find a set of Articles of Merger together with an attached Plan of Merger.

Please have these documents filed in the Public Records.

We are requesting that a Certified Copy of the filed documents be returned to us at your earliest convenience.

Two checks totaling \$80.00 are attached. \$50.00 represents the filing fees each for the General Partnership and Limited Liability Company, and \$30.00 representing your fees for the Certified Copy.

Thank you for your attention to this matter. Please feel free to call should you have any questions or comments.

Very truly yours,


Richard E. Deutch, Jr.

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FF \$ 50.00
CC 30.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Biscayne East Partnership</u> <u>9999 N.E. 2nd Avenue</u> <u>Suite 300</u> <u>Miami Shores, Florida 33138</u>	<u>Florida</u>	<u>General Partnership</u>
Florida Document/Registration Number: _____	FEI Number: <u>65-0973536</u>	

2. <u>Banyan Townhomes, L.L.C.</u> <u>9999 N.E. 2nd Avenue, Ste. 300</u> <u>Miami Shores, Fl. 33138</u>		
Florida Document/Registration Number: <u>L9900000471</u>	FEI Number: <u>65-0989258</u>	

3. _____		
Florida Document/Registration Number: _____	FEI Number: _____	

4. _____		
Florida Document/Registration Number: _____	FEI Number: _____	

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Banyan Townhomes, L.L.C.</u>	<u>Florida</u>	<u>L.L.C.</u>
<u>9999 N.E. 2nd Avenue</u>		
<u>Suite 300</u>		
<u>Miami Shores, Florida 33138</u>		
Florida Document/Registration Number: <u>L99000004171</u>		FEI Number: <u>65-0989258</u>

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: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any 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.

SIXTH: 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(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions 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.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

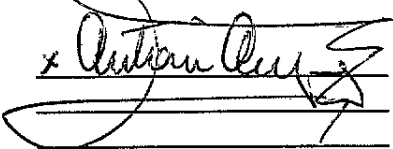
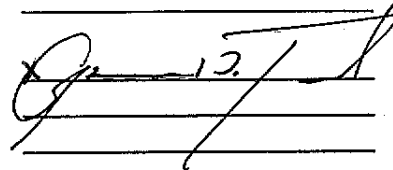
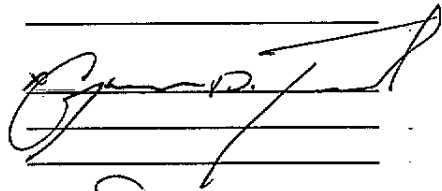
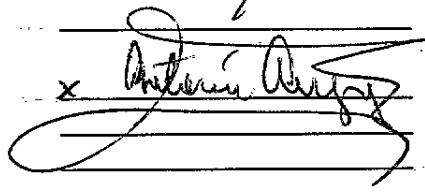
N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Biscayne East Partnership		By: Little Haiti Housing Association, Inc. A non-profit Florida Corporation, Partner, by Antoine Auguste, President
		By: Al Townsel, Inc. A Florida Corporation, Partner, By Al Townsel, President
Banyan Townhomes, L.L.C.		By: Al Townsel, Inc. A Florida Corporation, Member, By: Al Townsel, President
		By: Little Haiti Housing Association, Inc., A Florida non-profit Corporation, Member By: Antoine Auguste, President

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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TALLAHASSEE, FL 32399

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Biscayne East Partnership, A Florida General Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Banyan Townhomes, L.L.C.	Florida

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

The General Partnership named in the first section above shall merge into the surviving party identified in the second section above to become effective upon the filing of the Articles of Merger with the Florida Secretary of State's Office.

(Attach additional sheet(s) if necessary)

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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:

Each one percent interest in the General Partnership shall convert into a one percent interest in the surviving Limited Liability Corporation.

- B. 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 are as follows:

not applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Little Haiti Housing Association, Inc., 181 N.E. 82 Street, 2nd Floor,
Miami, Florida, 33138, Member

Al Townsel, Inc., 9999 N.E. 2nd Avenue, Suite 300, Miami Shores, Florida, 33138,
Member

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BISCAYNE EAST PARTNERSHIP, a NON QUALIFIED ENTITY

INTO

BANYAN TOWNHOMES, L.L.C., a Florida entity, L99000004171.

File date: December 7, 2000

Corporate Specialist: Tammi Cline