



196000000049

ACCOUNT NO. : 072100000032

REFERENCE : 246592 4305872

AUTHORIZATION :

COST LIMIT : \$ 50.00

MMJ

ORDER DATE : October 30, 2001

ORDER TIME : 10:22 AM

ORDER NO. : 246592-010

CUSTOMER NO: 4305872

CUSTOMER: Robert E. Schur, Esq
Robert E. Schur
5250 North Kendall Drive
Coral Gables, FL 33156

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 31 AM 11:29

RECEIVED

ARTICLES OF MERGER

203 PLACE ASSOCIATES, L.L.C.

INTO

500004660716--B

EDENWALD ASSOCIATES, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 31 PM 2:59

FILED

FILED

01 OCT 31 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

203 PLACE ASSOCIATES, L.L.C., L98000001739, a Florida Limited Liability
Company

into

EDENWALD ASSOCIATES, L.L.C., a New York entity M96000000049

File date: October 31, 2001

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Amount charged: 50.00

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. 203 PLACE ASSOCIATES, L.L.C. c/o Schur Management Co. Ltd. 2432 Grand Concourse Bronx, NY 10458	Florida	Limited liability company

Florida Document Registration Number: L98000001739 FEI Number: 13-4025951

2. EDENWALD ASSOCIATES, L.L.C. c/o Schur Management Co. Ltd. 2432 Grand Concourse Bronx, NY 10458	New York	Limited liability Company
--	----------	------------------------------

Florida Document Registration Number: M96000000049 FEI Number: 13-3376457

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>
EDENWALD ASSOCIATES, L.L.C. c/o Schur Management Co. Ltd. 2432 Grand Concourse Bronx, NY 10458	New York	Limited liability company

Florida Document Registration Number: M96000000049 FEI Number: 13-3376457

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 that is a party 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 members of the domestic 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 members of the domestic 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.

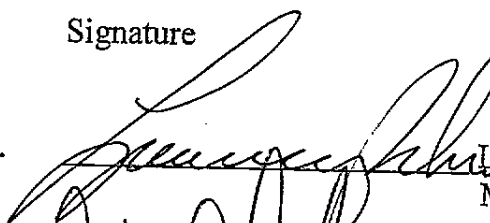
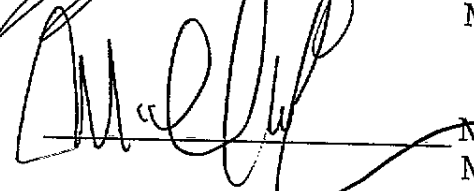
SEVENTH: If applicable, the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 608.4381(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any regulations or articles of organization of any limited liability company that is a party to the merger.

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

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature	Typed Name of Individual
203 PLACES ASSOCIATES, L.L.C.		Lawrence Schur Manager
EDENWALD ASSOCIATES, L.L.C.		Michael Rosenblum Managing Member



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>
203 PLACE ASSOCIATES, L.L.C.	Florida
EDENWALD ASSOCIATES, L.L.C.	New York

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

<u>Name</u>	<u>Jurisdiction</u>
EDENWALD ASSOCIATES, L.L.C.	New York

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

Since the beneficial ownership interests of the members of each merging party are identical with respect to the property located at 20295 N.W. Second Avenue, Miami, Florida there shall be no change in the ownership percentages of the members of the surviving party. The capital accounts of the members in the non-surviving party shall be consolidated with their respective capital accounts in the surviving party.

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 capital accounts of each member of the non-surviving party will be consolidated with that member's capital account with the surviving entity. Since the ownership percentages of each member in each party are identical with respect to the property located at 20295 N.W. Second Avenue, Miami, Florida there will be no change in percentages of ownership.



- 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 entry, in whole or in part, into cash or other property are as follows:

There are no rights by members to acquire interests, shares, obligations or other securities of each merged party.

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

EDENWALD ASSOCIATES, L.L.C., a New York limited liability company, is the surviving entity. The name and address of the Managing Member of EDENWALD ASSOCIATES, L.L.C. are:

Michael Rosenblum
c/o Schur Management Co. Ltd.
2432 Grand Concourse
Bronx, N.Y. 10458

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

NONE

IN WITNESS WHEREOF the parties hereto have duly adopted this Plan of Merger in accordance with the laws of their applicable jurisdictions as of this 25th day of September, 2001.

203 PLACES ASSOCIATES, L.L.C.

By: 

Lawrence Schur, Manager

EDENWALD ASSOCIATES, L.L.C.

By: 

Michael Rosenblum,
Managing Member

