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Robert L. Tankel

Beth E. Katz

January 19, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: San Marino Bay Condominium (1,2,3,4,5) Association, Inc.,
Articles of Merger and Plan of Merger

FILED
99 JAN 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

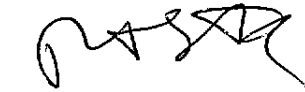
Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Merger and Plan of Merger relative to the above referenced corporation. Please file them in the corporate documents. I have also enclosed a check in the amount of \$175.00 to cover the filing fee and have a copy of the filed documents returned to me and also a check in the amount of \$35.00 for the Amendment to the Articles of Incorporation of San Marino Bay Condominium Association, Inc..

If you have any questions regarding this matter, please contact my office.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

RLT/wg
Enclosure(s)

100002751801--7
-01/22/99--01090--001
*****175.00 *****175.00

100002751801--7
-01/22/99--01090--002
*****35.00 *****35.00

Merger & N/C

-VS FEB 1 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SAN MARINO BAY CONDOMINIUM 1 ASSOCIATION, INC., a Florida
corporation, N12517

SAN MARION BAY CONDOMINIUM 2 ASSOCIATION, INC., a Florida
corporation, N35907

SAN MARINO BAY CONDOMINIUM 3 ASSOCIATION, INC., a Florida
corporation, N12518

SAN MARINO BAY CONDOMINIUM 5 ASSOCIATION, INC., a Florida
corporation, N14939

INTO

SAN MARINO BAY CONDOMINIUM 4 ASSOCIATION, INC. which changed its
name to

SAN MARINO BAY CONDOMINIUMS ASSOCIATION, INC., a Florida
corporation, N45063

File date: January 22, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

San Marino Bay Condominium 1 Association, Inc.,
San Marino Bay Condominium 2 Association, Inc.,
San Marino Bay Condominium 3 Association, Inc.,
San Marino Bay Condominium 4 Association, Inc., and
San Marino Bay Condominium 5 Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND

AMENDMENT TO ARTICLES OF INCORPORATION
of San Marino Bay Condominium 4 Association, Inc.

Pursuant to Section 617.1105, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc. and San Marino Bay 5 Condominium Association, Inc. as been approved by a sufficient number of votes, as follows:

(a) By the Board of Directors of San Marino Bay 1 Condominium Association, Inc., at a meeting held July 14, 1997, and by a sufficient number of votes of the membership.

(b) By the Board of Directors of San Marino Bay 2 Condominium Association, Inc., at a meeting held July 14, 1997, and by a sufficient number of votes of the membership.

{c} By the Board of Directors of San Marino Bay 3 Condominium Association, Inc., at a meeting held July 14, 1997, and

by a sufficient number of votes of the membership.

(d) By the Board of Directors of San Marino Bay 4 Condominium Association, Inc., at a meeting held July 14, 1997, and by a sufficient number of votes of the membership.

(e) By the Board of Directors of San Marino Bay 5 Condominium Association, Inc., at a meeting held July 14, 1997, and by a sufficient number of votes of the membership.

2. The surviving corporation shall be named San Marino Bay Condominiums Association, Inc. pursuant to the Plan of Merger which is attached hereto and incorporated herein by reference.

3. The following represent amendments to the Articles of Incorporation of San Marino Bay Condominium 4 Association, Inc., are hereby approved as follows:

1. The name of the corporation shall be changed to San Marino Bay Condominiums Association, Inc.

2. The provisions of Article II(A) are amended to read as follows:

To operate SAN MARINO BAY CONDOMINIUM, the successor by merger to San Marino Bay Condominium 1, San Marino Bay Condominium 2, the successor by merger to San Marino Bay Condominium 1, San Marino Bay Condominium 2,

San Marino Bay Condominium 3, San Marino Bay Condominium 4, and San Marino Bay Condominium 5 (hereinafter referred to as the "Condominium") and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium as merged in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the amended Declaration of Condominium recorded among the Public Records of Hillsborough County, Florida.


3. The Association is the successor by merger to San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc. and San Marino Bay Condominium 5 Association, Inc. The Association shall have all of the powers, duties, debts, assets and liabilities of the corporation.

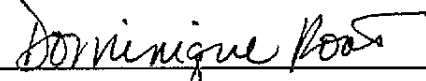
DATED this 31st day of December, 1998 at Hillsborough

County, Florida.

San Marino Bay Condominium 1
Association, Inc.

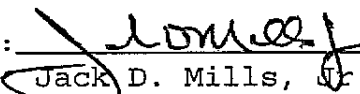
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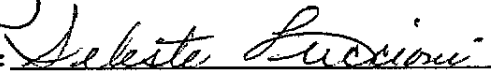
BY: 
Arcadia Vera, President

ATTEST: 
Dominique Root, Secretary

San Marino Bay Condominium 2
Association, Inc.

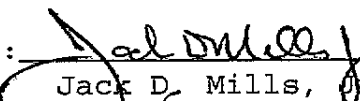
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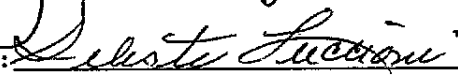
BY: 
Jack D. Mills, Jr., President

ATTEST: 
Seleste Luccioni, Secretary

San Marino Bay Condominium 3
Association, Inc.

(SEAL)

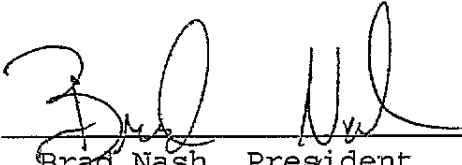
BY: 
Jack D. Mills, Jr., President

ATTEST: 
Seleste Luccioni, Secretary

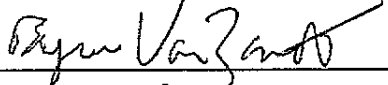
San Marino Bay Condominium 4
Association, Inc.

(SEAL)

BY: _____


Brad Nash, President

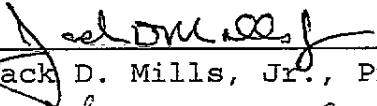
ATTEST: _____


Byron Van Zandt, Secretary

San Marino Bay Condominium 5
Association, Inc.

(SEAL)

BY: _____


Jack D. Mills, Jr., President

ATTEST: _____


Seleste Luccioni, Secretary

f:\wp\sanmarino\artofmer.ger

PLAN OF MERGER

OF

SAN MARINO BAY CONDOMINIUM 1 ASSOCIATION, INC.,
SAN MARINO BAY CONDOMINIUM 2 ASSOCIATION, INC.,
SAN MARINO BAY CONDOMINIUM 3 ASSOCIATION, INC.,
SAN MARINO BAY CONDOMINIUM 4 ASSOCIATION, INC., and
SAN MARINO BAY CONDOMINIUM 5 ASSOCIATION, INC.

This is a Plan of Merger between San Marino Bay Condominium 1 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 2 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 3 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 4 Association, Inc., a Florida not-for-profit corporation, and San Marino Bay Condominium 5 Association, Inc., a Florida not-for-profit corporation.

ARTICLE I

Constituent Corporations

The name of each constituent corporation is San Marino Bay Condominium 1 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 2 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 3 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 4 Association, Inc., a Florida not-for-profit corporation, and San Marino Bay Condominium 5 Association, Inc., a Florida not-for-profit corporation.

ARTICLE II

Merger

Pursuant to Section 617.1107 Florida Statutes, San Marino Bay Condominium 1 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 2 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 3 Association, Inc., a Florida not-for-profit corporation, San Marino Bay Condominium 4 Association, Inc., a Florida not-for-profit corporation, and San Marino Bay Condominium 5 Association, Inc., a Florida not-for-profit corporation shall be merged into San Marino Bay Condominium 4 Association, Inc. (the "merger").

ARTICLE III

Surviving Corporation

San Marino Bay Condominium 4 Association, Inc., to be renamed San Marino Bay Condominiums Association, Inc. shall be the surviving corporation of the merger.

ARTICLE IV

Articles of Incorporation

The Articles of Incorporation of San Marino Bay Condominiums 4 Association, Inc. as in effect immediately prior to the merger, shall only be changed by the merger as set forth in the proposed amendments to the Articles of Incorporation as set forth in the Articles of Merger and shall continue to be its Articles of Incorporation subject to the merger.

ARTICLE V

Directors and Officers

The directors and officers of the surviving corporation shall, upon the effective date of the Plan of Merger consist of the presidents of the five corporations, who shall choose, among themselves, the officers at the first meeting of the directors immediately following the merger.

ARTICLE VI

Members

The members of San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc., immediately prior to the merger shall all be members of San Marino Bay Condominiums Association, Inc. immediately following the merger and, without further action, shall possess all rights and obligations granted to San Marino Bay Condominiums Association Inc. as provided by its corporate charter and By-Laws.

ARTICLE VII

Assets and Liabilities

On the effective date of the merger, the separate existence of San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc. shall cease and San Marino Bay Condominiums Association, Inc., as the surviving corporation, shall, with further action, possess all of the rights and privileges immediately preceding the merger. All assets of any nature of San Marino Bay

Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc. shall, without further action, be vested in San Marino Bay Condominiums Association Inc. immediately following the merger. Following the merger, San Marino Bay Condominiums Association, Inc. shall be responsible for all liabilities and obligations of San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc. Any claim existing or action or proceeding pending against San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc. may be construed as if the merger did not occur or San Marino Bay Condominiums Association, Inc. may be substituted for any of the five corporations in any such proceeding. Neither the rights of creditors of nor any liens upon the property of San Marino Bay Condominium 1 Association, Inc., San Marino Bay Condominium 2 Association, Inc., San Marino Bay Condominium 3 Association, Inc., San Marino Bay Condominium 4 Association, Inc., and San Marino Bay Condominium 5 Association, Inc. shall be impaired by the merger.

ARTICLE VIII

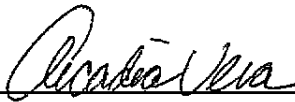
Effective Date

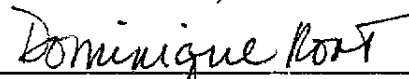
The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers
on the dates shown below.

San Marino Bay Condominium 1
Association, Inc.

(SEAL)

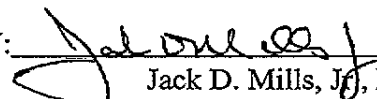
BY: 
Arcadia Vera, President


ATTEST: 
Dominique Root, Secretary

DATE: December 31, 1998

San Marino Bay Condominium 2
Association, Inc.

(SEAL)

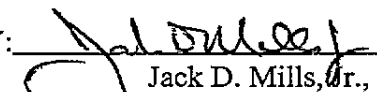
BY: 
Jack D. Mills, Jr., President

ATTEST: 
Seleste Luccioni, Secretary

DATE: December 31, 1998

San Marino Bay Condominium 3
Association, Inc.

(SEAL)

BY: 
Jack D. Mills, Jr., President

ATTEST: 
Seleste Luccioni, Secretary

DATE: December 31, 1998

San Marino Bay Condominium 4
Association, Inc.

(SEAL)

BY: 

Brad Nash, President

ATTEST: 

Byron Van Zandt, Secretary

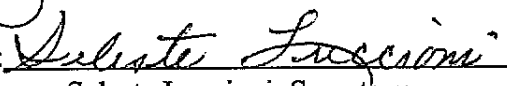
DATE: 

San Marino Bay Condominium 5
Association, Inc.

(SEAL)

BY: 

Jack D. Mills, Jr., President

ATTEST: 

Seleste Luccioni, Secretary

DATE: 

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