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Tallahassee, Florida 32301
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HOLD
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82814210500-U

December 27, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
THE JANOWER LIMITED PARTNERSHIP II

Filing Evidence

- ☒ Plain/Confirmation Copy
☐ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

12 with sheet

FILED
DEC 27 PM 3:36
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/00

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other/Cancellation

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-12/27/00--01038--020
***105.00 ***105.00

NEED TODAY

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 DEC 27 PM 12:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

52



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2000

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: JANOWER LIMITED PARTNERSHIP II
Ref. Number: A00000000007

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00 DEC 27 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/21/00

We have received your document for JANOWER LIMITED PARTNERSHIP II and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$105.00 payment.

As discussed, our records indicate that the general partner of JANOWER LIMITED PARTNERSHIP II is THE DONALD R. JANOWER REVOCABLE LIVING TRUST, DONALD R. JANOWER, TRUSTEE.

The signature pages in your document list JANOWER FAMILY, INC. as the general partner. Either you will have to mention in the document that the general partner has been changed to the corporation, or the TRUST will have to sign as general partner.

ALSO, the documents must specify both the NAME AND ADDRESS of the general partner of the survivor -- JANOWER LIMITED PARTNERSHIP IV.

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00064678

1555 EAST
FLAMINGO
SUITE 155
LAS VEGAS
12/27/00
WB
132



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2001

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: JANOWER LIMITED PARTNERSHIP II
Ref. Number: A00000000007

FILED
00 DEC 27 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/00

We have received your document for JANOWER LIMITED PARTNERSHIP II and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are still RETAINING your \$105.00 payment.

Please either make the corrections we asked for in our letter of December 28, or call us to explain if we are incorrect in our interpretations.

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 701A00000139

ARTICLES OF MERGER
Merger Sheet

MERGING:

JANOWER LIMITED PARTNERSHIP II (A000000000007), a Florida limited partnership

INTO

JANOWER LIMITED PARTNERSHIP IV, a Nevada entity not qualified in Florida.

File date: December 27, 2000, effective December 31, 2000

Corporate Specialist: Buck Kohr

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
THE JANOWER LIMITED PARTNERSHIP II
WITH AND INTO
THE JANOWER LIMITED PARTNERSHIP IV**

Pursuant to the provisions of Nev. Rev. Stat. § 92A.200 and Fla. Stat. ch. 620.203, the parties submit the following Articles of Merger for the purpose of merging The Janower Limited Partnership II, a Florida limited partnership, with and into the Janower Limited Partnership IV, a Nevada limited partnership:

- FIRST:** The name of the surviving entity is the Janower Limited Partnership IV, and its place of organization is the jurisdiction of Nevada (the "Surviving Partnership"). The name of the entity being merged into the Surviving Partnership is the Janower Limited Partnership II, and its place of organization is the jurisdiction of Florida ("Merged Partnership").
- SECOND:** A Plan and Agreement of Merger was adopted by each entity that is a party to this merger.
- THIRD:** The Plan and Agreement of Merger was duly approved by the unanimous consent of the partners of both the Surviving Partnership, in compliance with Nev. Rev. Stat. § 92A.140, and the Merged Partnership, in compliance with Fla. Stat. ch. 620.202.
- FOURTH:** The Plan and Agreement of Merger is as set forth on Exhibit A, attached hereto.
- FIFTH:** The Surviving Partnership irrevocably 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 the rights of dissenting partners, if any, who are a party to the merger. The address to which the Secretary of State may mail a copy of any process that may be served on it is: 6100 Neil Road, Suite 500, Reno, Nevada 89511.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/02

SIXTH: The Surviving Partnership agrees to pay dissenting partners that are a party to the merger, the amount, if any, to which they are entitled to under sections 607.1302, 620.205, and/or 608.4384, Florida Statutes.

DATED: December 27, 2000.

JANOWER LIMITED PARTNERSHIP II, a Florida
limited partnership

By Todd L. Janower, President
Todd L. Janower, President of Janower Family,
Inc., Its General Partner

JANOWER LIMITED PARTNERSHIP IV, a
Nevada limited partnership

By Todd L. Janower, President
Todd L. Janower, President of Janower Family,
Inc., Its General Partner
1555 East Flamingo Road, Suite 155
Las Vegas, NV 89132

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SECRETARY OF STATE

EFFECTIVE DATE
12/31/00

**PLAN AND AGREEMENT OF MERGER OF
THE JANOWER LIMITED PARTNERSHIP II
WITH AND INTO
THE JANOWER LIMITED PARTNERSHIP IV**

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER, between The Janower Limited Partnership II, a Florida limited partnership ("JLP II"), and The Janower Limited Partnership IV, a Nevada limited partnership ("JLP IV"), pursuant to Fla. Stat. ch. 620.201 and Nev. Rev. Stat. § 92A.100.

WHEREAS, the General Partners of JLP II and JLP IV having deemed it advisable that JLP II merge with and into JLP IV, with JLP IV being the surviving entity (the "Surviving Partnership"), duly approve and authorize this Plan of Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, the parties agree as follows:

1. Parties to Merger. The parties to the merger are: (a) JLP IV, a limited partnership located at 6100 Neil Road, Suite 500, Reno, Nevada 89511, and it is organized under and governed by the laws of the state of Nevada; and (b) JLP II, a limited partnership located at 21247 D. Clubside Drive, Boca Raton, Florida 33434, and it is organized under and governed by the laws of Florida.

2. Surviving Partnership. The Surviving Partnership shall be JLP IV, a limited partnership organized under and governed by the laws of the state of Nevada.

2. Adoption of Plan and Agreement of Merger. This Plan and Agreement of Merger was submitted to the partners of JLP II and JLP IV for approval. The Plan and Agreement of Merger was approved by all of the partners entitled to vote for both JLP II and JLP IV.

EFFECTIVE DATE
12/31/00

3. Effective Date of Merger. The effective date of the merger (the "Effective Date") shall be the close of business on December 31, 2000.

4. Effect of Merger. Upon the Effective Date of this merger:

a. The Limited Partners of JLP II shall assign all of their respective rights, title and interest in all of their JLP II Units, and shall receive an equivalent class of JLP IV units.

b. The organizational and governing documents of JLP IV shall be the organizational and governing documents of the Surviving Partnership.

c. The General Partner(s) of JLP IV shall be the General Partner(s) of the Surviving Partnership.

5. Abandonment of Merger. This Plan of Merger may be terminated or abandoned at any time prior to its effective date.

DATED: December 23, 2000.

JANOWER LIMITED PARTNERSHIP II, a Florida limited partnership

By Todd L. Janower, President
Todd L. Janower, President of Janower Family, Inc., Its General Partner

JANOWER LIMITED PARTNERSHIP IV, a Nevada limited partnership

By Todd L. Janower, President
Todd L. Janower, President of Janower Family, Inc., Its General Partner

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TALLAHASSEE, FLORIDA

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12/31/00

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TALLAHASSEE, FLORIDA

RESIGNATION

Notice is hereby given that pursuant to Section 5.3 of The Janower Limited Partnership II Agreement, the DONALD R. JANOWER REVOCABLE LIVING TRUST, resigns as General Partner of THE JANOWER LIMITED PARTNERSHIP II, effective immediately.

DATED: December 22, 2000

EFFECTIVE DATE
12/31/00

DONALD R. JANOWER REVOCABLE
LIVING TRUST, a trust organized under the
laws of the state of Florida

By 

Donald R. Janower, Trustee

**CONSENT OF LIMITED PARTNERS OF
THE JANOWER LIMITED PARTNERSHIP II**

The undersigned, being all of the Limited Partners of The Janower Limited Partnership II, a Florida limited partnership (the "Partnership"), hereby waive all notices and authorize, consent to, and adopt the following resolutions in lieu of a special meeting of the partners, as authorized by Section 7.7 of The Janower Limited Partnership II Agreement (the "Partnership Agreement"), and the same shall be fully effective and valid as the action of the partners as though a meeting had, in fact, been held:

RESIGNATION

RESOLVED, that the resignation of the Donald R. Janower Revocable Living Trust as General Partner of the Partnership, tendered on December 22, 2000, is hereby accepted by the Partnership, effective immediately; and be it further

EFFECTIVE DATE
12/21/00

RESOLVED, that the declination of the Barbara M. Janower Revocable Living Trust to serve as General Partner of the Partnership, tendered on December 22, 2000, is hereby accepted by the Partnership; and be it further

RESOLVED, that pursuant to Section 5.3 of the Partnership Agreement, Janower Family, Inc., a Nevada corporation, is hereby elected to fill the vacancy created by such resignation and declination, and shall serve as General Partner of the Partnership, effective immediately.

EFFECTIVE DATE
12/21/00

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLVED, that this Consent may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

DATED: December 22, 2000.

DONALD R. JANOWER REVOCABLE
LIVING TRUST, a trust organized under
the laws of the state of Florida

By 
Donald R. Janower, Trustee

BARBARA M. JANOWER REVOCABLE
LIVING TRUST, a trust organized under
the laws of the state of Florida

By 
Barbara M. Janower, Trustee

JANOWER FAMILY, INC., a Nevada
corporation

By _____
Todd L. Janower, President

JANOWER IRREVOCABLE TRUST, a
trust organized under the laws of the state of
Florida

By _____
Todd L. Janower, Trustee

JANOWER FAMILY SUPPORTING
ORGANIZATION, a trust organized under
the laws of the state of Florida

By 
Donald R. Janower, Trustee

EFFECTIVE DATE
12/21/00

RESOLVED, that this Consent may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

DATED: December 22, 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DONALD R. JANOWER REVOCABLE
LIVING TRUST, a trust organized under
the laws of the state of Florida

By _____
Donald R. Janower, Trustee

BARBARA M. JANOWER REVOCABLE
LIVING TRUST, a trust organized under
the laws of the state of Florida

By _____
Barbara M. Janower, Trustee

✓ JANOWER FAMILY, INC., a Nevada
corporation

By Todd L. Janower
Todd L. Janower, President

✓ JANOWER IRREVOCABLE TRUST, a
trust organized under the laws of the state of
Florida

By Todd L. Janower
Todd L. Janower, Trustee

JANOWER FAMILY SUPPORTING
ORGANIZATION, a trust organized under
the laws of the state of Florida

By _____
Donald R. Janower, Trustee

EFFECTIVE DATE
12/21/00

00
SECRETARY
TALLAHASSEE