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LAW OFFICES
SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984)
GARY P. SIMON
CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING
CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

SUITE 504
ONE DATRAN CENTER
9100 SO. DADELAND BLVD.
MIAMI, FLORIDA 33156-7815

JOY B. SPILL

TELEPHONE (305) 670-6750
FAX (305) 670-6776
E-mail Simon6750@AOL.com
www.lawyers.com/Simon&Simon

MJH

October 13, 2000

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

(via FedEx)

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RE: Merger of Paradise Park Enterprises, LTD, a Fla. Limited Parntership with and into Biscay Holdings LTD, a Florida Limited Partnership

Dear Sir/Madam:

In connection with the above mentioned matter, enclosed for filing please find the original and one copy of the Articles of Merger with Plan of Merger attached.

Also enclosed is check in the amount of \$105.00 which represents the filing fees of \$52.50 for each limited partnership.

I have included a FedEx envelope for your convenience in returning the copy of the Articles of Merger to this firm. Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,
SIMON & SIMON, P.A.

Joy B. Spill
for Gary P Simon, Esquire

cc: MA Grondin

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARADISE PARK ENTERPRISES LTD., a Florida Limited Partnership,
A00000000089

into

BISCAY HOLDINGS, LTD., a Florida entity A00000000023

File date: October 16, 2000

Corporate Specialist: Michelle Hodges

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Articles of Merger
of Paradise Park Enterprises LTD , a Fla. Limited Partnership
with and into BISCAY HOLDINGS LTD., a Florida Limited Partnership**

The following articles of merger are being submitted in accordance with FS §607.1109, FS §608.4382, and/or FS §620.203.

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

- | | |
|---------------------------|---|
| 1.Name and Street Address | Biscay Holdings Ltd.
7225 NW 25 th Street, Ste 101
Miami, FL 33122 |
| Jurisdiction | Florida |
| Entity Type | Limited Partnership |
| Fla Document/Reg. Number | A00000000023 |
| FEI Number | 65-6230763 |
| 2.Name and Street Address | Paradise Park Enterprises LTD |
| | 7225 NW 25 th Street, Ste 101
Miami, FL 33122 |
| Jurisdiction | Florida |
| Entity Type | Limited Partnership |
| Fla Document/Reg. Number | A00000000089 |
| FEI Number | 65-0972885 |
| 3.Name and Street Address | ..... |
| Jurisdiction | ..... |
| Entity Type | ..... |
| Fla Document/Reg. Number | ..... |
| FEI Number | ..... |
| 4.Name and Street Address | ..... |
| Jurisdiction | ..... |
| Entity Type | ..... |
| Fla Document/Reg. Number | ..... |
| FEI Number | ..... |

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

1. Name and Street Address

BISCAY HOLDINGS, LTD.
7225 NW 25th Street, Ste 101
Miami, FL 33122
Florida
Limited Partnership
A00000000023
65-6230763

Jurisdiction
Entity Type
Fla Document/Reg. Number
FEI Number

THIRD: The attached plan of merger meets the requirements of FS §607.1108, FS §608.438, FS §617.1103, and FS §620.201, and was approved by each domestic corporation, limited liability company, partnership and limited partnership that is a party to the merger in accordance with Chapter(s) 607, 608, 617, and 620, Florida Statutes.

FOURTH: If applicable, the attached plan of merger was approved by the other business entities that are parties 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 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 members of each domestic corporation, partnership, limited partnership and 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 members of each domestic corporation, partnership, limited partnership and limited liability company that is a party to the merger the amount, if any, to which they are entitled under FS §607.1302, FS §620.205, and FS §608.4384.

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 FS §607.1108(5), FS §608.4381(2), and FS §620.202(2).


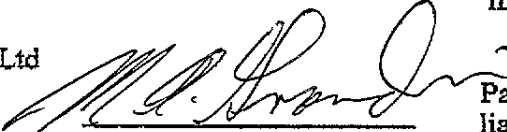
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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 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.)

Name of Entity	Signature(s)	Typed or Printed
Biscay Holdings, Ltd.		Name of Individual Sole General Partner: Biscay Holdings LLC, a Florida limited liability Company by its Manager, M.A. Grondin
Paradise Park Enterprises, Ltd		Sole General Partner: Paradise Park LLC, a Fla limited liability company by its Manager M.A. Grondin

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

PLAN OF MERGER

Plan of Merger dated August 7, 2000 between **BISCAY HOLDINGS, LTD**, a Florida Limited partnership (referred to as the "Surviving Limited Partnership"), and **PARADISE PARK ENTERPRISES, LTD**, a Florida limited partnership (referred to as the "Absorbed Limited Partnership").

STIPULATIONS

A. **BISCAY HOLDINGS, LTD** is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at 7225 NW 25th Street, suite 110, Miami, Florida 33122. The sole general partner of **BISCAY HOLDINGS, LTD** is Biscay Holdings LLC, and there are 38 limited partners with a total of 18,968 voting interests.

B. **PARADISE PARK ENTERPRISES, LTD** is a limited partnership organized and existing under the laws of the State of Florida; with its principal office at 7225 NW 25th Street, suite 110, Miami, Florida 33122. The sole general partner of **PARADISE PARK ENTERPRISES, LTD** is Paradise Park LLC, a Florida limited liability company, and **BISCAY HOLDINGS, LTD** is the sole limited partner.

C. **PARADISE PARK ENTERPRISES, LTD** is the wholly owned subsidiary of **BISCAY HOLDINGS, LTD**.

D. The General Partners of the constituent limited partnerships deem it desirable and in the best business interests of the limited partnerships and their limited partners that **PARADISE PARK ENTERPRISES, LTD** be merged into **BISCAY HOLDINGS, LTD** pursuant to the provisions of Sections 620.201 et seq. of the Florida Limited Partnership Act.

In consideration of the mutual covenants, and other good and valuable consideration, receipt of which is hereby acknowledged, and subject to the terms and conditions set forth below, the constituent Limited Partnerships agree as follows:

Section One. *Merger.* **PARADISE PARK ENTERPRISES, LTD** shall merge with and into **BISCAY HOLDINGS, LTD**, which shall be the Surviving Limited Partnership. This is a merger of a subsidiary into its parent.

Section Two. *Terms and Conditions.* On the effective date of the merger, the separate existence of the Absorbed Limited Partnership shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Limited Partnership, without the necessity for any separate transfer. The Surviving Limited Partnership shall then be responsible and liable for all liabilities and obligations of the Absorbed Limited Partnership, and neither the rights of creditors nor any liens on the property of the Absorbed Limited Partnership shall be impaired by the merger.

Section Three. *Conversion of Limited Partnership Interests.* The manner and basis of converting the limited partnership interests of the Absorbed Limited Partnership into limited partnership interests of the Surviving Limited Partnership is as follows: (a) Since the Absorbed Limited Partnership is the subsidiary of the Surviving Limited Partnership and since the Surviving Limited Partnership is the sole limited partner of the Absorbed Limited Partnership, there will be no change in the partnership interests of the Surviving Limited Partnership. The merger shall not result in any additional limited partners or increase in voting interests in the Surviving Limited Partnership. The value of the Absorbed Limited Partnership shall be distributed on the books of Biscay Holdings Ltd. to the limited partners and General Partner of the Biscay Holdings Ltd. in proportion to their partnership interest in Biscay Holding Ltd. The General Partner of the

Absorbed Limited Partnership, Paradise Park LLC, shall have no interest in the Surviving Limited Partnership, and it shall go out of existence. (b) The conversion shall be effected automatically upon the effective date of the merger.

Section Four. *Changes in Certificate of Limited Partnership.* The certificate of limited partnership of the Surviving Limited Partnership shall continue to be its certificate of limited partnership following the effective date of the merger. No amendment of the certificate of limited partnership is required by the merger.

Section Five. *Changes in Limited Partnership Agreement.* The Limited Partnership Agreement of the Surviving Limited Partnership shall not be amended in any respects, and the Limited Partnership Agreement shall continue in full force and effect.

Section Six. *General Partners.* The General Partner of the Surviving Limited Partnership on the effective date of the merger, Biscay Holdings LLC, shall continue as the General Partner of the Surviving Limited Partnership. The address of Biscay Holdings LLC is 7225 NW 25th Street, suite 110, Miami, Florida 33122 .

Section Seven. *Prohibited Transactions.* Neither of the constituent Limited Partnerships shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Limited Partnerships may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. *Approval by Limited Partners.* This plan of merger shall be submitted for the approval of the Limited Partners of the constituent Limited Partnerships in the manner provided by the applicable laws of the State of Florida for written consent prior to *September 20, 2000*, or at such other time as to which the General Partners of the constituent Limited Partnerships may agree.

Section Nine. *Effective Date of Merger.* The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the General Partners of either the Surviving or the Absorbed Limited Partnership at any time prior to the effective date if any limited partner exercises dissenter's rights as provided in Section 620.205 of the Florida Statutes. A single proper exercise of dissenter's rights shall be sufficient for the General Partners to abandon this plan of merger. The absence of an exercise of dissenter's rights is a condition subsequent to the proposed merger.

Section Eleven. *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their General Partners on the date first above written.

Attest:

SURVIVING LIMITED PARTNERSHIP
BISCAY HOLDINGS, LTD
By its General Partner: Biscay Holdings LLC

By: 
M.A. Grondin, Manager

ABSORBED LIMITED PARTNERSHIP
PARADISE PARK ENTERPRISES, LTD

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08/07/2000 12:01 3056706776

BISCAY/GRONDIN →→→ GARY SIMON
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By its General Partner: Paradise Park LLC

By: 
M.A. Grondin, Manager

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