

Division of Corporations

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A97000002085

**Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD L.P.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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MERGER OR SHARE EXCHANGE

BRICKELL MAIN STREET, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	10-12
Estimated Charge	\$122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 31 AM 9:09

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TENTH AND FIRST, LLC, A FLORIDA LIMITED LIABILITY COMPANY
(L01000018577)

,

INTO

BRICKELL MAIN STREET, LTD., a Florida entity, A97000002085

File date: December 31, 2002

Corporate Specialist: Diane Cushing

H02000242470

ARTICLES OF MERGER

A97000002085 L010000018577
BRICKELL MAIN STREET, LTD., a Florida limited partnership (the "Surviving Entity") and TENTH AND FIRST, LLC, a Florida limited liability company (the "Non-surviving Entity") hereby state and certify as follows, pursuant to the requirements of Section 620.203 of the Florida Revised Uniform Limited Partnership Act and Section 608.4382 of the Florida Limited Liability Company Act:

1. Attached as Exhibit A hereto is the Agreement and Plan of Merger (the "Plan of Merger") between the Non-surviving Entity and the Surviving Entity, pursuant to which the Non-surviving Entity shall merge with and into the Surviving Entity, with the Surviving Entity emerging as the surviving entity in such merger (the "Merger"). The Plan of Merger is hereby incorporated by reference into these Articles of Merger as if fully set forth herein.

2. The Merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date") and shall have the effect set forth in Section 620.201 of the Florida Revised Uniform Limited Partnership Act and Section 608.438 of the Florida Limited Liability Company Act.

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the sole member of the Non-surviving Entity, and by all of the limited partners and the sole general partner of the Surviving Entity, in each case, by written consent thereto each dated as of August 21, 2002, in accordance with Section 608.4381 of the Florida Limited Liability Company Act and Section 620.202 of the Florida Revised Uniform Limited Partnership Act.

4. The written consent of Brickell Main Street Management, Ltd., which, following the Merger, shall continue to be the sole general partner of the surviving entity in the Merger, has been obtained pursuant to Sections 620.202(2) of the Florida Revised Uniform Limited Partnership Act.

[Signatures on the following page.]

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IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger
as of August 21, 2002.

NON-SURVIVING ENTITY:

TENTH AND FIRST, LLC, a Florida limited liability company

By: **BRICKELL MAIN STREET, LTD.**, a Florida limited Partnership, its sole member

By: Brickell Main Street Management, Ltd., a Florida limited partnership, its sole general partner

By: Brickell Main Street, LLC, a Florida limited liability company, its sole general partner

By: Constructa, Inc., a Delaware corporation, pursuant to authorization granted to it by the Managing Board of Brickell Main Street, LLC

By: 
Andrew Kwiat,
Secretary

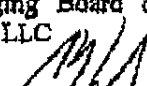
SURVIVING ENTITY:

BRICKELL MAIN STREET, LTD., a Florida limited Partnership

By: Brickell Main Street Management, Ltd., a Florida limited partnership, its sole general partner

By: Brickell Main Street, LLC, a Florida limited liability company, its sole general partner

By: Constructa, Inc., a Delaware corporation, pursuant to authorization granted to it by the Managing Board of Brickell Main Street, LLC

By: 
Andrew Kwiat,
Secretary

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TALLAHASSEE, FLORIDA

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EXHIBIT A

PLAN OF MERGER

[Attached hereto and made a part hereof.]

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TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of TENTH AND FIRST, LLC, a Florida limited liability company (the "Non-surviving Entity"), with and into BRICKELL MAIN STREET, LTD., a Florida limited partnership (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Surviving Entity is the sole member of the Non-Surviving Entity; and

WHEREAS, the Non-surviving Entity and the Surviving Entity desire that the Non-surviving Entity merge with and into the Surviving Entity, such that the Surviving Entity will be the surviving entity in such merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, and other good, valuable and sufficient consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. The Merger. On the Effective Date (as defined in Section 2, below), the Non-surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Immediately following the Merger, the Surviving Entity shall continue as the surviving entity in the Merger, its name continuing to be "Brickell Main Street, Ltd.," and the separate existence of the Non-surviving Entity shall cease.

2. Effective Date; Terms and Conditions. The Merger shall become effective on the date on which the articles of merger substantially in the form attached hereto as Exhibit A are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 620.201 of the Florida Revised Uniform Limited Partnership Act and Section 608.438 of the Florida Limited Liability Company Act.

3. Cancellation of Membership Interests; Continuation of Partnership Interests.

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date shall, by virtue of the Merger and the Non-surviving Entity being the non-surviving entity thereof, and without any action on the part of, or any consideration being tendered to, the Surviving Entity, as the sole member of the Non-surviving Entity, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each partnership interest in the Surviving Entity existing immediately prior to the Effective Date shall, by virtue of the Merger and the Surviving Entity being the surviving entity thereof, and without any action on the part of the holders thereof, continue to exist as a partnership interest in the Surviving Entity.

4. Assumption of Obligations. All outstanding debt instruments and other obligations of the Non-surviving Entity, if any, shall convert to debt instruments and obligations, respectively, of the Surviving Entity.

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TALLAHASSEE, FLORIDA

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5. General Partner of Surviving Entity. Immediately following the Merger, the name and business address of the sole general partner of the Surviving Entity shall be as follows:

Brickell Main Street Management, Ltd.
1501 Collins Avenue
Third Floor
Miami Beach, Florida 33139

6. Termination of Agreement. This Agreement may be terminated at any time prior to the Effective Date, whether prior to or after approval by either party's respective partners or members, as applicable, effective upon and pursuant to the written consent of the Surviving Entity and the Non-surviving Entity. If this Agreement is so terminated, this Agreement shall forthwith become void and have no effect, without liability of any kind being attributed to the Surviving Entity or the Non-surviving Entity, or any of their respective managers, officers, partners or members, as applicable.

7. Certificate of Limited Partnership. The Certificate of Limited Partnership of the Surviving Entity, as amended immediately prior to the Merger, shall be the Certificate of Limited Partnership of the surviving business entity immediately following the Merger.

8. Amendment. This Agreement may not be amended except by an instrument signed by each party hereto.

9. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, written or oral, with respect thereto.

10. Governing Law. This Agreement is governed by the laws of the State of Florida, without giving effect to conflicts of law principles.

11. Binding Effect; No Assignment. This Agreement is binding upon and shall inure to the benefit of the parties and their respective successors and permitted assigns. This Agreement is not assignable without the prior written consent of the other party hereto.

12. Section Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

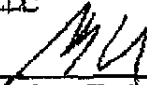
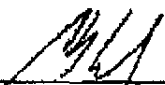
13. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[Signatures on following page.]

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of August 21, 2002.

NON-SURVIVING ENTITY:**TENTH AND FIRST, LLC**, a Florida limited liability companyBy: **BRICKELL MAIN STREET, LTD.**, a Florida limited partnership, its sole memberBy: **Brickell Main Street Management, Ltd.**, a Florida limited partnership, its sole general partnerBy: **Brickell Main Street, LLC**, a Florida limited liability company, its sole general partnerBy: **Constructa, Inc.**, a Delaware corporation, pursuant to authorization granted to it by the Managing Board of Brickell Main Street, LLCBy: 
Andrew Kwiat,
Secretary**SURVIVING ENTITY:****BRICKELL MAIN STREET, LTD.**, a Florida limited PartnershipBy: **Brickell Main Street Management, Ltd.**, a Florida limited partnership, its sole general partnerBy: **Brickell Main Street, LLC**, a Florida limited liability company, its sole general partnerBy: **Constructa, Inc.**, a Delaware corporation, pursuant to authorization granted to it by the Managing Board of Brickell Main Street, LLCBy: 
Andrew Kwiat,
Secretary

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EXHIBIT A
ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

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[Signatures on the following page.]

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TALLAHASSEE, FLORIDA

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as of August 21, 2002.

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TENTH AND FIRST, LLC, a Florida limited liability
company

By: **BRICKELL MAIN STREET, LTD.**, a Florida
limited Partnership, its sole member

By: Brickell Main Street Management, Ltd., a
Florida limited partnership, its sole general
partner

By: Brickell Main Street, LLC, a Florida
limited liability company, its sole
general partner

By: Constructa, Inc., a Delaware
corporation, pursuant to
authorization granted to it by
the Managing Board of
Brickell Main Street, LLC

By: _____
Andrew Kwiat,
Secretary

SURVIVING ENTITY:

BRICKELL MAIN STREET, LTD., a Florida limited
Partnership

By: Brickell Main Street Management, Ltd., a Florida
limited partnership, its sole general partner

By: Brickell Main Street, LLC, a Florida limited
liability company, its sole general partner

By: Constructa, Inc., a Delaware
corporation, pursuant to
authorization granted to it by the
Managing Board of Brickell Main
Street, LLC

By: _____
Andrew Kwiat,
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