

G89836

(Requestor's Name)

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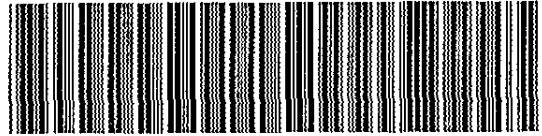
(Business Entity Name)

(Document Number)

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RECEIVED  
02 DEC 31 PM 4: 11  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
FILED  
02 DEC 31 PM 4: 16  
SECRETARY OF STATE

Merger

T BROWN JAN - 2 2003



ACCOUNT NO. : 072100000032

REFERENCE : 876810 7378A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : December 31, 2002

ORDER TIME : 2:22 PM

ORDER NO. : 876810-005

CUSTOMER NO: 7378A

CUSTOMER: Oonagh B. Engo, Legal Asst  
Scheer & Associates, Inc.  
Suite 400  
50 East Sample Road  
Pompano Beach, FL 33064  
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ARTICLES OF MERGER

FORT LAUDERDALE ENTERPRISES,  
INC.

INTO

3201 ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight /JKG

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FORT LAUDERDALE ENTERPRISES, INC., a Florida entity, G91457

INTO

**3201 ASSOCIATES, INC.**, a Florida entity, G89836

File date: December 31, 2002

Corporate Specialist: Teresa Brown

To: Department of State  
Tallahassee, Florida 32304

Date paid: \_\_\_\_\_  
Filing Fee: \$ \_\_\_\_\_

**FILED**  
2002  
02 DEC 31 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF  
FORT LAUDERDALE ENTERPRISES, INC. AND 3201 ASSOCIATES, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the corporations which are parties to the within merger are Fort Lauderdale Enterprises, Inc. and 3201 Associates, Inc. 3201 Associates, Inc. is the surviving corporation.

2. The Plan of Merger attached hereto and made a part hereof was approved and adopted by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act on December 2, 2002.

3. As to each of the undersigned corporations, the number of shares outstanding, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
Fort Lauderdale Enterprises, Inc.	100
3201 Associates, Inc.	100

There is only one class of stock for each of the corporations.

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Fort Lauderdale Enterprises, Inc.	100	0
3201 Associates, Inc.	100	0

There is only one class of stock for each of the corporations.

5. The merger shall become effective on the day that these Articles of Merger are filed with the Secretary of State.

6. The registered office of Fort Lauderdale Enterprises, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of 3201 Associates, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of the surviving corporation, 3201 Associates, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064.

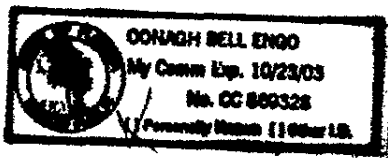
*IN WITNESS WHEREOF*, these Articles of Merger have been executed on behalf of the Constituent corporations by their authorized officers as of the 30<sup>th</sup> day of December, 2002.

3201 ASSOCIATES, INC.

By:   
BARRY W. FLORESCUE, President

Sworn to before me this 30<sup>th</sup> day of December, 2002.

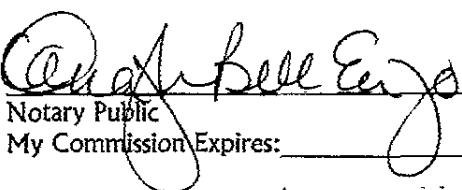
  
Notary Public  
My Commission Expires: \_\_\_\_\_

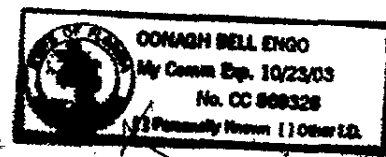


FORT LAUDERDALE ENTERPRISES, INC.

By:   
BARRY W. FLORESCUE, President

Sworn to before me this 30<sup>th</sup> day of December, 2002.

  
Notary Public  
My Commission Expires: \_\_\_\_\_



## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of the 30<sup>TH</sup> day of December, 2002 between 3201 Associates, Inc., a Florida corporation ("3201") and Fort Lauderdale Enterprises, Inc., a Florida corporation ("FLE").

### W I T N E S S E T H:

WHEREAS, 3201 has authorized capital stock consisting of 7,500 shares of common stock, \$1.00 par value per share ("3201-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, FLE has authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value per share ("FLE-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, the respective Boards of Directors of 3201 and FLE deem it advisable and in the best interests of each of such corporations and their respective stockholders that FLE be merged with and into 3201 (the "Merger") upon the terms and subject to the conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, and in accordance with the laws of the State of Florida, the parties hereto agree that FLE shall be merged with and into 3201 and that the terms and conditions of the Merger shall be as follows:

## ARTICLE I

### MERGER OF FLE INTO 3201 EFFECTIVE TIME

Section 1.01. At the Effective Time (as defined in Section 1.02 below), FLE shall be merged with and into 3201, the separate existence of FLE, shall cease, and 3201, as the surviving corporation, shall continue its corporate existence under the laws of the State of Florida and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of FLE in accordance with the Business Corporation Law of the State of Florida (the "BCL").

Section 1.02. As soon as practicable after each of the conditions set forth in Article 4 has been satisfied or waived, FLE and 3201 will file, or cause to be filed, with the Secretary of State of the State of Florida, a certificate or articles of merger for the Merger, which certificate or articles of merger shall be in the form required by and executed in accordance with applicable provisions of Florida law. The Merger shall become effective at 11:59 p.m. on the 15<sup>th</sup> day of December, 2002 (the "Effective Time").

## ARTICLE 2

### ARTICLES OF INCORPORATION; BY-LAWS; CONVERSION OF SHARES

Section 2.01. The Articles of Incorporation, By-Laws and name of 3201 in existence and in effect immediately prior to the Effective Time shall be the Articles of Incorporation, By-Laws and name, respectively, of the surviving corporation unless and until the same shall thereafter be altered, amended or repealed.

Section 2.02. Each of the issued and outstanding shares of FLE-Common shall be converted into one share of Common Stock, \$1.00 par value per share, of 3201 ("3201-Common"). Each outstanding certificate representing shares of FLE-Common will continue to represent the same number of shares of 3201-Common.

### ARTICLE 3

#### COVENANTS

Section 3.01. FLE agrees that it will not, after the date hereof and prior to the Effective Time, authorize or issue any additional shares of FLE-Common, any security convertible into, or exchangeable for, shares of FLE-Common or any warrants, options or other rights to purchase or subscribe for any shares of FLE-Common.

Section 3.02. Each party agrees that it will make every reasonable effort to obtain such consents or approvals and to take such further actions as may be necessary or appropriate in furtherance of the transactions contemplated hereby.

### ARTICLE 4

#### CONDITIONS

The obligations of the parties hereto are subject to the satisfaction of the following conditions, which shall have been satisfied at or prior to the Effective Time:

Section 4.01. All approvals and consents necessary to consummate the Merger shall have been obtained.



Section 4.02. The obligations of each party hereunder shall be subject to the performance, by the other party, of its respective agreements and obligations pursuant hereto. Each party to whom performance is owed may waive, as to itself, the performance of any agreement or obligation of the other party.

Section 4.03. Notwithstanding satisfaction of the conditions contained in Sections 4.01 and 4.02 hereof, the Board of Directors of 3201 shall have the right not to proceed with the transactions contemplated by this Agreement if, in its judgment, it determines that such transactions would, for any reason, not be in the best interests of 3201 or its stockholder(s).

## ARTICLE 5

### MISCELLANEOUS

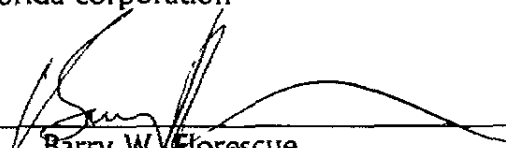
Section 5.01. This Agreement shall be construed under and in accordance with, and be governed by, the laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida.

Section 5.02. This Agreement may be executed in one or more counterparts, each of which, when so executed, shall be deemed to be an original and such counterparts shall together constitute one and the same agreement.

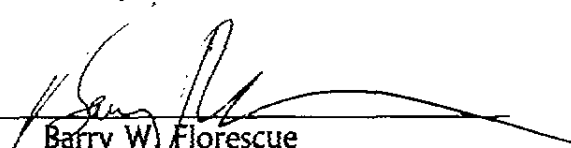
Section 5.03. Subject to Sections 4.01, 4.02 and 4.03 hereof, this Agreement shall be binding on, and shall inure to the benefit of, the parties hereto and their respective successors and permitted assigns.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as  
of the date first above written.

FORT LAUDERDALE ENTERPRISES, INC.,  
a Florida corporation

By:   
Barry W. Florescue

3201 ASSOCIATES, INC.,  
a Florida corporation

By:   
Barry W. Florescue