

100000007684



ACCOUNT NO. : 072100000032
REFERENCE : 793876 7159131
AUTHORIZATION :
COST LIMIT : \$ PREPAID

MJH

ORDER DATE : August 10, 2000

ORDER TIME : 9:38 AM

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*****50.00 *****50.00

ORDER NO. : 793876-005

CUSTOMER NO: 7159131

CUSTOMER: Irving Shimoff, Esq
Irving Shimoff, Esq.
Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 10 PM 3:59

ARTICLES OF MERGER

SURF VISTA LLC

INTO

OCEAN GRANDE BEACH RESORT,
L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

RECEIVED
00 AUG 10 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 09764

ARTICLES OF MERGER
Merger Sheet

MERGING:

SURF VISTA LLC, A New York Limited Liability Company

into

OCEAN GRANDE BEACH RESORT, L.C., a Florida entity L00000007686

File date: August 10, 2000

Corporate Specialist: Michelle Hodges

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Surf Vista LLC 89 Fifth Avenue – 11 th Floor New York, NY 10003 Florida Document/Registration Number: <u>N/A</u>	New York	limited liability company FEI Number: <u>13-4054679</u>
2. Ocean Grande Beach Resort, L.C. c/o Irving Shimoff, Esq. 100 S.E. 2 nd Street, Suite 3920 Miami, Florida 33131 Florida Document/Registration Number: <u>L00000007686</u> FEI Number: <u>65-1024648</u>	Florida	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ocean Grande Beach Resort, L.C. c/o Irving Shimoff, Esq. 100 S.E. 2 nd Street, Suite 3920 Miami, Florida 33131 Florida Document/Registration Number: <u>L00000007686</u> FEI Number: <u>65-1024648</u>	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each merging entity and all of their members, in accordance with the laws of their respective jurisdiction.

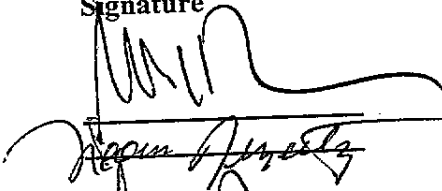

FIFTH: The surviving entity has obtained a written consent of each member of the merging parties that, as a result of the merger, is now a member of the surviving entity pursuant to Section 608.4381(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature	Typed or Printed Name of Individual
<u>Surf Vista LLC</u>		<u>Michael Dezer, Member</u> <u>Neomi Dezertzov, Member</u>
<u>Ocean Grande Beach Resort, L.C.</u>		<u>Michael Dezer, Member</u> <u>Neomi Dezertzov, Member</u>

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statute is being submitted in accordance with the provisions of Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. Surf Vista LLC	New York
2. Ocean Grande Beach Resort, L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ocean Grande Beach Resort, L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

The merging limited liability companies, Surf Vista LLC and Ocean Grande Beach Resort, L.C., shall, pursuant to the provisions of the Florida Limited Liability Company Act (the "Act") be merged with and into a single limited liability company (the "Merger"), to wit, Ocean Grande Beach Resort, L.C., which shall be the surviving limited liability company (sometimes hereinafter referred to as the "Surviving Entity") upon the effective date of the Merger and which shall continue to exist as a surviving limited liability company pursuant to the provisions of the Act. The separate existence of Surf Vista LLC (sometimes hereinafter referred to as the "Merging Entity") shall cease upon the effective date of the Merger. It is intended that the Merger shall qualify as a tax-free reorganization pursuant to Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

The Articles of Merger of the Surviving Entity, which is heretofore been filed with the Secretary of State of the State of Florida, shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Act.

The managing members of the Surviving Entity upon the effective date of the Merger shall continue to be the managing members of the Surviving Entity after the Merger until their tenure is terminated in accordance with the Articles of Organization and/or Operating Agreement of the Surviving Entity.

The within Plan of Merger shall require the written approval of all of the members of the Merging Entity as well as the written approval of all the members of the Surviving Entity.

The members of the Merging Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and that they will cause to be performed all necessary and appropriate acts therein and

elsewhere to effectuate the Merger and to reflect in the records of the State of New York the merger of Surf Vista LLC into Ocean Grande Beach Resort, L.C., a Florida limited liability company.

The managing members of the Surviving Entity are hereby authorized, and empowered and directed to do any and all acts and things and make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for and they stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary and appropriate acts therein to effectuate the Merger.

The Merger shall be effective as of the date of filing of the Articles of Merger in the Office of the Secretary of the State of the State of Florida.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

The interests of the members in the Merging Entity, namely, Surf Vista LLC, shall be converted into interests in the Surviving Entity, namely, Ocean Grande Beach Resort, L.C. There shall not be any payment of cash or other property to the members of the Merging Entity.

- B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

The rights to acquire interests of the members in the Merging Entity, namely, Surf Vista LLC, shall be converted into rights to acquire interests in the Surviving Entity, namely, Ocean Grande Beach Resort, L.C. There shall not be any payment of cash or other property to the members of the Merging Entity.

FIFTH: The names and addresses of the managing members of the surviving entity, Ocean Grande Beach Resort, L.C., are as follows:

Michael Dezer
89 Fifth Avenue
11th Floor
New York, New York 10003

Neomi Dezertzov
89 Fifth Avenue
11th Floor
New York, New York 10003

SIXTH:

The Merging Entity, Surf Vista LLC, is a New York limited liability company. In connection with a merger under New York law, the rights or interests in a limited liability company that is a constituent party to a merger may be exchanged for interest in the surviving limited liability company. New York law requires that (i) the members of the New York limited liability company adopt a Plan of Merger which must be approved by a majority in interest of the members of the limited liability company, (ii) that a Certificate of Merger be executed by the merging entities, (iii) that if a foreign limited liability company is the surviving entity, an agreement by the surviving foreign limited liability company that the foreign limited liability company may be served with process in New York in any action or special proceedings for the enforcement of any liability or obligation with respect to the Merging Entity and with respect to the rights of members to receive payment for their interests against the surviving foreign limited liability company, (iv) a designation that the New York Secretary of State is the agent of the surviving foreign limited liability company upon whom process may be served in any action or special proceeding and a post office address, within or without the State of New York, to which the Secretary of State shall mail a copy of any process served, (v) a statement in the Certificate of Merger that the merger is permitted by the jurisdiction of organization of any foreign limited liability company that is a party to the merger, (vi) a statement that the Plan of Merger is on file at the place of business of the surviving limited liability company, naming the address thereof, and that the surviving limited liability company shall cause a copy of the Articles of Merger / Certificate of Merger to be filed in the Office of the Clerk of each county in which each office of a constituent limited liability company is located and in the office of the official who was the recording officer of each county in New York in which real property of a limited liability company is situated.

SEVENTH: The merging parties hereby confirm that the name and street address of the Surviving Entity is:

Ocean Grande Beach Resort, L.C.
c/o Irving Shimoff, Esq.
Suite 3920 NationsBank Tower
100 S.E. 2nd Street
Miami, Florida 33131

The Surviving Entity hereby agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Merging Entity and, for the purpose thereof, designates the Secretary of State of the State of New York, at its office in Albany, New York, as the agent upon whom process against the Surviving Entity may be served in accordance with New York law and any action or special proceeding and that the Secretary of State shall mail a copy of any process served at the address hereinabove set forth.

A copy of the Articles of Merger and the Plan of Merger is on file at the place of business of the Surviving Entity at the address set forth above.