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**Buld
Lozano &
Zacherl, L.L.P.**

ATTORNEYS AT LAW

601 BRICKELL KEY DRIVE, SUITE 500, MIAMI, FLORIDA 33131
POST OFFICE BOX 01-9110
TELEPHONE: 305 374-3100 / FAX: 305 374-3161
E-MAIL: (INITIAL & LAST NAME)@BLZLAW.COM

March 20, 2001

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*****60.00 *****60.00

Florida Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: West Avenue Films, LLC

Dear Sir or Madam:

Enclosed please find the original Articles of Merger and Plan of Merger for West Avenue Films, LLC. Also enclosed is our check in the amount of \$60.00 for your filing fee.

If you have any question, please do not hesitate to call me.

Very truly yours,



Stuart I. Grossman

SIG:lrh
Enclosures

FILED
01 MAR 22 AM 8:34
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST AVENUE FILMS, INC., a Florida entity P00000011811

into

WEST AVENUE FILMS, LLC, a Florida entity L01000002794

File date: March 22, 2001

Corporate Specialist: Shawn Logan

FILED
01 MAR 22 AM 9:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, and/or 620.203, 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>
West Avenue Films, Inc. 11111 Biscayne Blvd., Suite 222 North Miami, FL 33181	Florida	Corporation

Florida Document/Registration Number: P00000011811

FEI Number: 65-0976806

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>
West Avenue Films, LLC 11111 Biscayne Blvd., Suite 222 North Miami, FL 33181	Florida	Limited Liability Company

Florida Document/Registration Number: L01000002794

FEI Number: 65-1081456

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

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the laws of Florida.

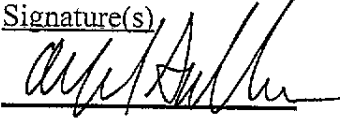
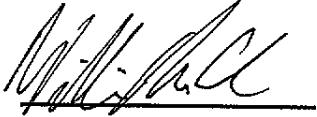
FIFTH: The merger is permitted under the laws of Florida and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

FILED
01 MAR 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
West Avenue Films, Inc.		Alfred E. Spellman, President West Avenue Films, Inc.
West Avenue Films, LLC		William M. Cohen, Manager West Avenue Films, LLC.

FILED
01 APR 22 AM 8:34
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
West Avenue Films, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
West Avenue Films, LLC	Florida

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

All liabilities and obligations of West Avenue Films, Inc. shall be assumed by West Avenue Films, LLC. All shareholders of West Avenue Films, Inc. approved this merger.

FOURTH: 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 are as follows:

Spellman/Corben Enterprises, Inc., headed by Alfred Spellman, former President, Secretary, Treasurer and Director of West Avenue Films, Inc. and William Cohen, former Vice-President and Director of West Avenue Films, Inc. shall be entitled to 59.50 units of membership interest in the surviving entity, West Avenue Films, LLC.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

Alfred E. Spellman, 11111 Biscayne Blvd., Suite 222, North Miami, FL 33181

William M. Cohen, 11111 Biscayne Blvd., Suite 222, North Miami, FL 33181

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01 MAR 22 AM 8:34
REGISTRATION DIVISION
TALLAHASSEE, FLORIDA