

SEP 13 2006 1:55PM  
Division of Corporations

JONES FOSTER JOHNSTON & STUBBS

NO. 832

P. 1 of 1 Page 1 of 1

LO50000 115863

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000227400 3)))



H060002274003ARCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.  
Account Number : 076077003231  
Phone : (561) 650-0471  
Fax Number : (361) 650-0431

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

GATEWAY BUSINESS CENTER, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$131.25

RECEIVED  
06 SEP 13 AM 8:00  
DIVISION OF CORPORATIONS

132.50

Electronic Filing Menu

Corporate Filing Menu

Help

LO5-115863  
[Signature]

SEP.13.2006 1:56PM JONES FOSTER JOHNSTON & STUBBS

NO. 832 P. 2/9  
806000227400 3

Articles of Merger of

Gateway Office Holdings, Ltd.,  
(a Florida limited partnership)

and

Gateway Business Center GP, LLC,  
(a Florida limited liability company)

and

Gateway Business Center, LLC,  
(a Florida limited liability company)

August 18, 2006

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 620.203 of the Florida Revised Uniform Limited Partnership Act:

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

Name and Street Address	Jurisdiction	Entity Type
Gateway Office Holdings, Ltd. 5601 Corporate Way, Ste. 404 West Palm Beach, FL 33407	Florida	Limited Partnership
Florida Document Number: A97000001845		FEI Number: 65-0780453
Gateway Business Center GP, LLC 5601 Corporate Way, Ste. 404 West Palm Beach, FL 33407	Florida	Limited Liability Company
Florida Document Number: L05000123701		FEI Number: N/A
Gateway Business Center, LLC 5601 Corporate Way, Ste. 404 West Palm Beach, FL 33407	Florida	Limited Liability Company
Florida Document Number: L05000115863		FEI Number: 86-1153895

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

SEP.13.2006 1:56PM JONES FOSTER JOHNSTON & STUBBS

NO. 832  
R0600227400 3 P.3/9

Gateway Business Center, LLC 5801 Corporate Way, Ste. 404 West Palm Beach, FL 33407	Florida	Limited Liability Company
Florida Document Number. L05000115863		FBI Number. 86-1153895

**Third:** The attached Agreement and Plan of Merger meets the requirements of Sections 620.201 and 608.438, Florida Statutes, and was approved by each domestic limited partnership and limited liability company that is a party to the merger in accordance with Chapters 620 and 608, Florida Statutes.

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

**Fifth:** The effective date of the merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

**Sixth:** The Articles of Organization of Gateway Business Center, LLC, as currently filed with the Secretary of State of the State of Florida shall be the Articles of Organization of the surviving company.

[Signature Page Follows]

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SEP.13.2006 1:56PM JONES FOSTER JOHNSTON & STUBBS

806000210.832 3 P.4/9


IN WITNESS WHEREOF, the undersigned have executed and delivered these Articles of Merger as of the date first written above.

"Gateway Limited"

Gateway Office Holdings, Ltd., a Florida limited partnership

By: Gateway Business Center GP, LLC, a Florida limited liability company, its sole general and limited partner

By: Gateway Business Center, LLC, a Florida limited liability company, its managing member



By: Brian K. Warner  
Its: Managing Member

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

FILED

"Gateway GP"

Gateway Business Center GP, LLC, a Florida limited liability company

By: Gateway Business Center, LLC, a Florida limited liability company, its managing member



By: Brian K. Warner  
Its: Managing Member

"Gateway"

Gateway Business Center, LLC, a Florida limited liability company



By: Brian K. Warner  
Its: Managing Member

Agreement and Plan of Merger

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of August 14, 2006, by and among Gateway Office Holdings, Ltd., a Florida limited partnership ("Gateway Limited"), Gateway Business Center GP, LLC, a Florida limited liability company, (Gateway GP"), and Gateway Business Center, LLC, a Florida limited liability company ("Gateway," and together with Gateway Limited and Gateway GP, the "Constituent Companies").

Recitals:

A. Gateway Limited is a limited partnership duly organized and existing under the laws of the State of Florida and, on the date hereof, its sole general partner is Gateway GP and its sole limited partner is Gateway.

B. Gateway GP is a limited liability company duly organized and existing under the laws of the State of Florida and, on the date hereof, its sole member and managing member is Gateway.

C. Gateway is a limited liability company duly organized and existing under the laws of the State of Florida and, on the date hereof, its sole managing members are Brian Waxman and Peter Applefield.

C. The general and limited partners of Gateway Limited, the managing member of Gateway GP and the managing members of Gateway deem it advisable and to the advantage of the Constituent Companies and their respective stakeholders that Gateway Limited and Gateway GP be merged with and into Gateway.

D. Each of the Constituent Companies has, subject to approval by Gateway Limited general and limited partners, Gateway GP's managing member and Gateway's managing members, adopted the Plan of Merger embodied in this Agreement.

Agreement:

In consideration of the foregoing recitals, the mutual promises, covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree, as follows:

1. The Merger.

1.1 The Merger.

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TAMARA HASSINGER  
LORRIE

FILED

SEP. 13. 2006 1:57PM JONES FOSTER JOHNSTON & STUBBS

NO. 83200227-5/9 3

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), Gateway Limited and Gateway GP shall be merged with and into Gateway in accordance with the applicable laws of the State of Florida (the "Merger"). The separate existences of Gateway Limited and Gateway GP shall cease, and Gateway shall be the surviving limited liability company (the "Surviving Company") and shall be governed by the laws of the State of Florida.

1.2 Effective Date.

The Merger shall become effective on the date and at the time of filing of those certain Articles of Merger, substantially in the form to which this Agreement is attached, with the Secretary of State of the State of Florida (the "Effective Date"), all after satisfaction of the requirements of the applicable laws of such State prerequisite to such filings, including without limitation the approval of the applicable stakeholders of the Constituent Companies.

1.3 Articles of Organization.

On the Effective Date, the Articles of Organization of Gateway, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Organization of the Surviving Company.

1.4 Operating Agreement.

On the Effective Date, the Operating Agreement of Gateway, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the operating agreement of the Surviving Company.

1.5 Managing Members.

The Managing Members of Gateway immediately prior to the Effective Date shall be the managing members of the Surviving Company, until their successors shall have been duly elected or appointed or until otherwise provided by law, the Articles of Organization of the Surviving Company or the Operating Agreement of the Surviving Company.

2. Conversion of Interest of Merged Entities.

2.1 Gateway Limited Partnership Interests.

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, the issued and outstanding general and limited partnership interests of Gateway Limited held by Gateway GP and Gateway shall be changed and converted into membership interests of the Surviving Company (the "Survivor Interests").

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2006 SEP 14 AM 8:47

FILED

SEP. 13. 2006 1:57PM JONES FOSTER JOHNSTON & STUBBS

NO. 832022P.7/93

**2.2 Gateway GP Membership Interests.**

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, the issued and outstanding membership interests of Gateway GP held by Gateway shall be changed and converted into membership interests of the Surviving Company (the "Survivor Interests").

**2.3 Exchange of Certificates.**

Each person who becomes entitled to receive Survivor Interests by virtue of the Merger shall be entitled to receive from the Surviving Company, as promptly as practicable after the Effective Time, a certificate or certificates representing the Survivor Interests to which such person is entitled as provided herein.

**3. Effect of the Merger.**

**3.1 Rights, Privileges, Etc.**

On the Effective Date of the Merger, the Surviving Company, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of Gateway Limited and Gateway GP; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of Gateway Limited, Gateway GP and Gateway on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Company without further act or deed; title to any real estate, or any interest therein vested in Gateway Limited, Gateway GP or Gateway, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of Gateway Limited, Gateway GP or Gateway shall be preserved unimpaired, and all liens upon the property of Gateway Limited, Gateway GP or Gateway shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective entities shall thenceforth remain with or be attached to, as the case may be, the Surviving Company and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

**3.2 Further Assurances.**

From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of Gateway Limited and Gateway GP such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Company the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Gateway Limited and Gateway GP and otherwise to carry out the purposes of this Agreement, and the

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SEP. 13. 2006 1:57PM JONES FOSTER JOHNSTON & STUBBS

806000227400 P. 8/9

managing members of the Surviving Company are fully authorized in the name and on behalf of Gateway Limited and Gateway GP or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4. General.

4.1 Abandonment.

At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the general and limited partners of Gateway Limited, the managing member of Gateway GP and the managing members of Gateway or any of them, notwithstanding the approval of this Agreement by the stakeholders of Gateway Limited, Gateway GP and Gateway.

4.2 Amendment.

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by either the partners of Gateway Limited, the managing member of Gateway GP and the managing members of Gateway; provided, however, that an amendment made subsequent to the adoption of this Agreement by the stakeholders of any Constituent Company shall not alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the rights of the stakeholders of such Constituent Company.

4.3 Governing Law.

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

4.4 Counterparts.

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

[Signature Page Follows]

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
TAMM HALL  
TALLAHASSEE, FLORIDA

FILED



SEP. 13. 2006 1:57PM JONES FOSTER JOHNSTON & STUBBS

NO. 832 P. 9/3  
00000227400 3

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement and Plan of Merger as of the date and year first written above.

"Gateway Limited"

Gateway Office Holdings, Ltd., a Florida limited partnership

By: Gateway Business Center GP, LLC, a Florida limited liability company, its general partner

By: Gateway Business Center, LLC, a Florida limited liability company, its managing member

  
By: *Brian L. Waxman*  
Its: Managing Member

2006 SEP 14 AM 8:47  
SECRETARY OF STATE  
CLASSIFIED

FILED

"Gateway GP"


Gateway Business Center GP, LLC, a Florida limited liability company

By: Gateway Business Center, LLC, a Florida limited liability company, its managing member

  
By: *Brian L. Waxman*  
Its: Managing Member

"Gateway"

Gateway Business Center, LLC, a Florida limited liability company

  
By: *Brian L. Waxman*  
Its: Managing Member