

L07000/28191

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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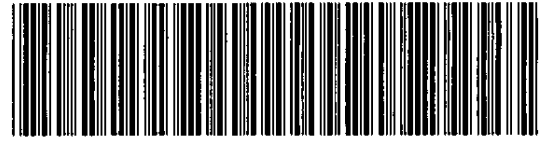
(Business Entity Name)

(Document Number)

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J. BRYAN

JAN - 9 2008

EXAMINER

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DIVISION OF CORPORATIONS
08 JAN - 8 AM 10: 03

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 29-31 FLORIDA LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert U. Goldman
(Contact Person)
New Century Investor Services, Inc.
(Firm/Company)
600 Central Avenue, Suite #365
(Address)
Highland Park, IL. 60035
(City, State and Zip Code)

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For further information concerning this matter, please call:

Robert U. Goldman at (847) 432-3666
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
#L07000128191 29-31 FLORIDA LLC	Florida	Limited Liability Company
29-31 Associates	Illinois	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
29-31 FLORIDA LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

ARTICLES FIFTH THROUGH AND INCLUDING EIGHTH ARE INTENTIONALLY

~~**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:~~

OMITTED

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

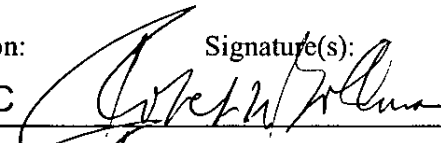
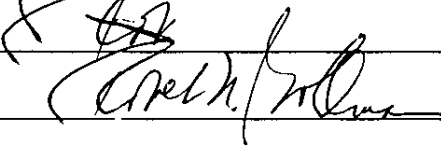
Street address: _____

Mailing address: _____

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~~b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.~~

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
29-31 FLORIDA LLC		Robert U. Goldman, VP New Century Investor Services, Inc., Manager
29-31 Associates		Robert U. Goldman, VP**

**New Century Investor Services, Inc., Manager 29-31 Associates LLC, a Nevada limited liability company, General Partner

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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THIS PLAN OF MERGER is hereby adopted on December 28, 2007, by 29-31 Associates, an Illinois limited partnership ("29-31 LP"), and 29-31 Florida LLC, a Florida limited liability company ("29-31 LLC"), said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of New Century Investor Services, Inc., a Florida corporation, Sole Manager of (i) 29-31 LLC and (ii) 29-31 Associates LLC, a Nevada limited liability company, Sole General Partner of 29-31 LP deems it advisable that 29-31 LP (the "**Disappearing Limited Partnership**") be merged into 29-31 LLC (the "**Surviving Entity**") under the laws of the State of Florida in the manner provided therefor pursuant to Section 608.4381 of the Revised statutes of the State of Florida and consistent with the requirements of the laws of the State of Illinois under 805 ILCS 210;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. **Agreement to merge.** The Constituent Entities hereby agree that the Disappearing Limited Partnership shall be merged into the Surviving Entity.

2. **Name of merged entity.** The name of the Surviving Entity shall be "29-31 Florida LLC."

3. **Place of office of surviving entity.** The place in the State of Illinois where the principal office of the Surviving Entity is to be located is 600 Central Avenue, Suite 365 in the City of Highland Park, County of Lake.

4. **Purpose of surviving entity.** The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited liability companies may be formed under the Laws of the State of Florida.

5. **Interests in surviving entity.** The present ownership of the Disappearing Limited Partnership is as follows:

Jarnis United Properties Co., a Florida general partnership ("Jarnis")
1.00% Limited Partner

29-31 Associates LLC, a Nevada limited liability company ("Associates")
82.00% General Partner and 17.00% Limited Partner

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The Disappearing Limited Partnership is the sole member of 29-31 LLC.

6. **Name and resident agent.** Jay B. Felner, of 4182 Live Oak Blvd., in the City of Delray Beach, Palm Beach County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said 29-31 LLC is to be located in the State of Florida, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. **Mode of effecting merger.** The mode of carrying said merger into effect, and the manner and basis for converting the general and limited partnership interests of the Disappearing Limited Partnership into member interests of the Surviving Entity, shall be as follows:

Associates, the General Partner of 29-31 LP shall surrender and exchange its entire 82.00% General Partner interest for an 82.00% member interest in 29-31 LLC pursuant to the terms of a certain Operating Agreement of even date herewith. The limited partners of 29-31 LP shall surrender and exchange their respective limited partner interests for member interests in 29-31 LLC in equivalent percentage interests as their respective partnership percentage interests were in 29-31 LP. All indebtedness on the books and records of 29-31 LP that heretofore was allocated to the account of Associates as General Partner shall be allocated by 29-31 LLC to Associates and proportionately to its successors and assigns, if any.

8. **Reporting of assets at book value in accounts of surviving entity; pooling of interests.** The assets of the Disappearing Limited Partnership shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. **Articles of organization.** There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. **Operating agreement.** The Operating Agreement of 29-31 LLC shall be the Operating Agreement of the Surviving Entity.


11. **Effective date of plan.** This Plan shall become effective on January 1, 2008 or such later date as may be required by Florida Statutes. The term "effective date," wherever used in this Agreement, shall mean such date. This Plan of Merger shall be attached to and made part of a certain Certificate of Merger to be filed by the Surviving Entity with the Secretary of State of Florida pursuant to Section 608.4382 of the Florida Statutes.

12. **Right to abandon merger.** The Disappearing Limited Partnership and the Members of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by duly authorized representatives, as of the date first above written.

29-31 FLORIDA LLC, a Florida limited liability company:


By: New Century Investor Services, Inc., a Florida corporation, Manager

By: 
Robert U. Goldman, Vice President

29-31 ASSOCIATES, an Illinois limited partnership:

By: 29-31 Associates LLC, a Nevada limited liability company, General Partner

By: New Century Investor Services, Inc., a Florida corporation, Manager

By: 
Robert U. Goldman, Vice President

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