

L98000002579

CAPITAL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

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SECRETARY OF CORPORATIONS
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OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- S.R. 84 Group, Inc. (Corporation Name) P96-14282 (Document #)
- S.R. 84 Group, LLC (Corporation Name) L98-2579 (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

Walk in Pick up time 12/17 Certified Copy
 Mail out Will wait Photocopy *Stamped* Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |

Handwritten initials/signature

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Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SR84 GROUP, INC., a Florida corporation (P96000014782)

INTO

S.R. 84 GROUP, LLC, a Florida entity, L98000002579.

File date: December 17, 1998

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER &
PLAN OF MERGER &
AGREEMENT OF MERGER

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98 DEC 17 PM 1:53

Agreement made October 15, 1998 between S.R. 84 GROUP, LLC, a Limited Liability Company organized and existing under the laws of the State of Florida, having its principal office at 1402 E. Las Olas Boulevard, Suite 1098, Fort Lauderdale, Florida 33301 and S.R. 84 Group, Inc., a corporation organized and existing under the laws of the State of Florida, having its principal office and place of business at 1402 E. Las Olas Boulevard, Suite 1098, Fort Lauderdale, Florida 33301 County of Broward, State of Florida.

996000014782

Recitals

1. The total number of membership units which S.R. 84 Group LLC is authorized to issue is 1,000.
2. The total number of shares of stock which S.R. 84 Group LLC is authorized to issue is 1,000 shares, \$1.00 par value.
3. The Boards of Directors of S.R. 84 Group Inc. and a majority of the member of S.R. 84 Group LLC deem it desirable and in the best interest of the corporation, the LLC and their respective shareholders and members that S.R. 84 Group, Inc. be merged into S.R. 84 Group LLC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporation and the LLC agree, pursuant to Florida Statutes that S.R. 84 Group, Inc. shall be merged into S.R. 84 Group LLC as a single Limited Liability Company and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of S.R. 84 Group Inc., Inc. into membership certificates of S.R. 84 Group LLC as follows:

SECTION ONE

S.R. 84 GROUP LLC TO BE SURVIVING ENTITY

S.R. 84 Group, Inc. shall be merged into S.R. 84 Group LLC and the corporate existence of S.R. 84 Group, Inc. shall cease and the limited liability company existence of S.R. 84 Group, LLC shall continue under the name S.R. 84 Group LLC and S.R. 84 Group LLC shall become owner, without other transfer, of all the rights and property of the constituent corporations, and shall become subject to all the debts and liabilities of S.R. 84 Group Inc. as if S.R. 84 Group LLC had itself incurred them.

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SECTION TWO

The principal office of S.R. 84 Group LLC shall be 1402 E. Las Olas Boulevard, Suite 1098, Fort Lauderdale, Florida 33301.

SECTION THREE

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes to be proposed to be transacted, promoted and carried on by the Limited Liability Company following the merger are to engage in any lawful activity including but not limited to buying, selling and leasing property of any nature, lending and investing money, rendering business advice and acting on behalf of itself and others to the maximum extent permitted by law in business transactions.

ARTICLES OF ORGANIZATION

The articles of organization of S.R. 84 Group LLC as amended, shall on the effective date of the merger be as filed with the State of Florida on September 11, 1998.

SECTION FIVE

BYLAWS

The Articles of Organization and operating agreement of S.R. 84 Group LLC, insofar as not inconsistent with the Agreement of Merger shall be the Articles of Organization and Operating Agreement of the Limited Liability Company following the merger until altered, amended or repealed as provided therein.

SECTION SIX

NAMES AND ADDRESSES OF MANAGING MEMBERS

The names and addresses of the person who shall constitute the managing member of S.R. 84 Group LLC, following the merger, and who shall hold office until the first annual meeting of the members of S.R. 84 Group LLC following the merger are:

Bryan D. Cohen
1402 East Las Olas Boulevard
Suite 1098
Fort Lauderdale, Florida 33301

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98 DEC 17 PM 1:53

SECTION SEVEN

METHOD OF CONVERTING SHARES

Immediately upon the Agreement of Merger becoming effective, the shares of stock of S.R. 84 Group, Inc. shall, without any other action on the part of the respective holders thereof, become and be converted into an equal number of membership units of S.R. 84 Group LLC.

SECTION EIGHT

DIVIDENDS PRIOR TO MERGER

Until this Agreement of Merger becomes effective or is abandoned S.R. 84 Group Inc. may pay dividends on its shares of common stock of any class or series at their respective regular times and rates.

SECTION NINE

EXTRAORDINARY TRANSACTIONS

Neither the corporation nor the LLC shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

SECTION TEN

SUBMISSION TO STOCKHOLDERS AND MEMBERS EFFECTIVE DATE

This agreement shall be submitted to the stockholders and members of the constituent corporation and LLC in the manner provided by statute, and if the votes of the stockholders and members of each such corporation and LLC representing fifty-one percent (51%) of the total number of shares or membership units shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Eleven of this agreement, take effect as the agreement of merger of the constituent corporation and LLC on the date on which it is filed in the office of the Secretary of State of the State of Florida together with evidence of its adoption as required by law.

SECTION ELEVEN

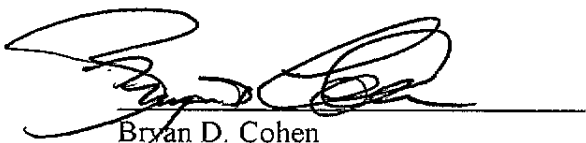
ABANDONMENT OF MERGER

Anything to the contrary herein, notwithstanding, if the managing members of S.R. 84 Group LLC or the board of director of S.R. 84 Group Inc. should determine, either before or after the meetings of the stockholders or members of the respective corporations and LLC called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic or business reason deemed sufficient by such board or managing members it is not in the interest of the

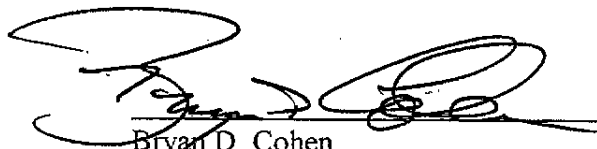
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corporation or Limited Liability Company it represents, or the stockholders or members, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors or managing member may abandon the merger by directing the officers or managing member as the case may be to refrain from executing or filing this agreement of merger and thereupon this agreement shall be void and of no effect.

In witness whereof the members or a majority thereof of S.R. 84 Group LLC and the directors, or a majority thereof of S.R. 84 Group Inc. have executed this agreement under their respective corporate or Limited Liability Company seals on the day and year first written above.



Bryan D. Cohen
Sole Shareholder
S.R. 84 Group, Inc.



Bryan D. Cohen
Sole Member
S.R. 84 Group LLC


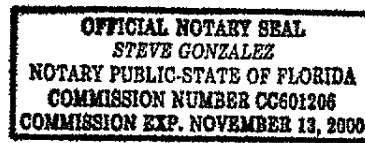
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared BRYAN D. COHEN, on behalf of SR 84 Group, Inc. AND LLC who, being first duly sworn, acknowledges that he/she has read the foregoing and that the same is true and correct.

SWORN TO AND SUBSCRIBED before me this 30th day of November, 1998.

- PERSONALLY KNOWN TO ME
- PRODUCED THIS IDENTIFICATION: _____
- DID TAKE AN OATH
- DID NOT TAKE AN OATH.

NOTARY PUBLIC, STATE OF FLORIDA


Notary Signature

Notarial Stamp