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CAPITOL 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 #)

OFFICE USE ONLY

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-03/01/99--01033--023  
\*\*\*\*140.00 \*\*\*\*140.00

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

1. Broward Inline Hockey Center, Inc. P93-52749  
(Corporation Name) (Document #)
2. Broward Inline Hockey Center, LLC L99-903  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 3/1     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR - 1 PH 3:46

NEW FILINGS		AMENDMENTS	
Name	Profit		Amendment
Availability	NonProfit		Resignation of R.A., Officer/Director
Document Examiner	Limited Liability		Change of Registered Agent
Updated	Domestication		Dissolution/Withdrawal
Updater	Other	<input checked="" type="checkbox"/>	Merger
Verifier			
OTHER FILINGS		REGISTRATION/QUALIFICATION	
Acknowledgment Report	DDC		Foreign
W.P. Verifier	Fictitious Name		Limited Partnership
	Name Reservation		Reinstatement
			Trademark
			Other

99 MAR - 1 AM 10:57  
DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 1, 1999

CAPITOL SERVICES

SUBJECT: BROWARD INLINE HOCKEY CENTER, LLC  
Ref. Number: L99000000903

We have received your document for BROWARD INLINE HOCKEY CENTER, LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must reflect that the 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 Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

The effective day must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 699A00009228

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BROWARD INLINE HOCKEY CENTER, INC., A FLORIDA CORPORATION  
(P93000052749)

,

INTO

**BROWARD INLINE HOCKEY CENTER, LLC**, a Florida entity, L99000000903

File date: March 1, 1999

Corporate Specialist: Diane Cushing

**ARTICLES OF MERGER AND PLAN OF MERGER AND AGREEMENT OF MERGER**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF  
9 MAR - 1 PM '98

Agreement made October 15, 1998 between BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, 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.

**Recitals**

1. The total number of membership units which BROWARD INLINE HOCKEY CENTER, LLC is authorized to issue is 10,000.
2. The total number of shares of stock which BROWARD INLINE HOCKEY CENTER, INC is authorized to issue is 10,000 shares, \$1.00 par value.
3. The Boards of Directors of BROWARD INLINE HOCKEY CENTER, INC and a majority of the members of BROWARD INLINE HOCKEY CENTER, LLC deem it desirable and in the best interest of the corporation, the LLC and their respective shareholders and members that BROWARD INLINE HOCKEY CENTER, INC be merged into BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, INC shall be merged into BROWARD INLINE HOCKEY CENTER, INC 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 BROWARD INLINE HOCKEY CENTER, INC, into membership certificates of BROWARD INLINE HOCKEY CENTER, LLC as follows:

**SECTION ONE**

**BROWARD INLINE HOCKEY CENTER, LLC TO BE SURVIVING ENTITY**

*993-52749*

*L 99-903*

BROWARD INLINE HOCKEY CENTER, INC shall be merged into BROWARD INLINE HOCKEY CENTER, LLC and the corporate existence of BROWARD INLINE HOCKEY CENTER, INC shall cease and the limited liability company existence of BROWARD INLINE HOCKEY CENTER, LLC shall continue under the name BROWARD INLINE HOCKEY CENTER, LLC and BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, INC as if BROWARD INLINE HOCKEY CENTER, LLC had itself incurred them.

## SECTION TWO

The principal office of BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, LLC as amended, shall on the effective date of the merger be as filed with the State of Florida on January 15, 1999.

## SECTION FIVE

### BYLAWS

The Articles of Organization and operating agreement of BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, LLC following the merger, and who shall hold office until the first annual meeting of the members of BROWARD INLINE HOCKEY CENTER, LLC following the merger are:

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

## SECTION SEVEN

### METHOD OF CONVERTING SHARES

Immediately upon the Agreement of Merger becoming effective, the shares of stock of BROWARD INLINE HOCKEY CENTER, 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 BROWARD INLINE HOCKEY CENTER, LLC.

## SECTION EIGHT

### DIVIDENDS PRIOR TO MERGER

Until this Agreement of Merger becomes effective or is abandoned BROWARD INLINE HOCKEY CENTER, 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

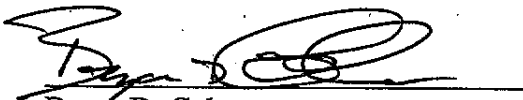
### ABANDONMENT OF MERGER


Anything to the contrary herein, notwithstanding, if the managing members of BROWARD INLINE HOCKEY CENTER, LLC or the board of director of BROWARD INLINE HOCKEY CENTER, 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 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.

DEPARTMENT OF STATE  
CORPORATION  
JAN 11 11 08 AM '99  
Approved

In witness whereof the members or a majority thereof of BROWARD INLINE HOCKEY CENTER, LLC and the directors, or a majority thereof of BROWARD INLINE HOCKEY CENTER, 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  
Majority Shareholder  
Broward Inline Hockey Center, Inc

  
Bryan D. Cohen  
Sole Member  
Broward Inline Hockey Center, LLC


STATE OF FLORIDA        )  
  ) SS:  
COUNTY OF Broward    )

BEFORE ME, the undersigned authority, personally appeared BRYAN COHEN, on behalf of BROWARD INLINE HOCKEY CENTER 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 30 day of JANUARY, 1999.

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

NOTARY PUBLIC, STATE OF FLORIDA

  
Notary Signature

OFFICIAL NOTARY SEAL  
STEVE GONZALEZ  
NOTARY PUBLIC-STATE OF FLORIDA  
COMMISSION NUMBER CG601206  
COMMISSION EXP. NOVEMBER 13, 2000

Notarial Stamp