

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8022 Fax (850) 222-1222

L 9900000/1353

Baynton Shoppes, Inc

300002801183--8
-03/10/99--01086--005
***2387.50 ***140.00

RECEIVED
99 MAR 10 AM 11:50
DIVISION OF CORPORATION
tenh

\$140.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
99 AUG 23 AM 10:19
FILED
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *cy*
Name Date Time
3/10 10:51

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOYNTON SHOPPES, INC., a Florida Corporation, P97000086941

INTO

BOYNTON SHOPPES, LLC, a Florida limited liability company, L99000001353

File date: August 23, 1999

Corporate Specialist: Shawn Logan



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

CAPITAL CONNECTION

SUBJECT: BOYNTON SHOPPES, LLC
Ref. Number: L99000001353

We have received your document for BOYNTON SHOPPES, 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 plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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

Tammi Cline
Document Specialist

Letter Number: 599A00011332

FILED
99 AUG 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 AUG 23 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

ARTICLES OF MERGER
OF
BOYNTON SHOPPES, INC. *997-86941*
(a Florida corporation)
into
BOYNTON SHOPPES, LLC *997-1353*
(a Florida limited liability company)

Under Section 607.1109 of the
Florida Business Corporation Act and Section 608.4382
of the Florida Limited Liability Company Act

FILED
99 AUG 23 AM 10:19
TALAHASSEE, FLORIDA

The undersigned, Gerald S. Berson and Martin P. Heise, being the President and Members, respectively, of Boynton Shoppes, Inc., a Florida corporation, and of Boynton Shoppes, LLC, a Florida limited liability company, do hereby certify:

1. The following plan of merger was adopted by the board of directors of Boynton Shoppes, Inc. and the members of Boynton Shoppes, LLC:

a. The name of the corporation to be merged is Boynton Shoppes, Inc., a Florida corporation (the "Corporation"). The name of the surviving limited liability company is Boynton Shoppes, LLC, a Florida limited liability company (the "Company").

b. The terms and conditions of the proposed merger are as follows:

(1) The articles of organization of the Company shall be the articles of organization of the surviving limited liability company.

(2) The surviving limited liability company shall continue to be managed by its members.

(3) The regulations on the effective date of the merger shall continue to be the regulations of the surviving limited liability company.

(4) The effect of the merger shall be the effect described in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

c. The manner and basis of converting the shares of the Corporation into limited liability company interests of the Company is as follows: without the surrender of share certificates or any other action, each common share of the Corporation issued and outstanding immediately prior

to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled, and there shall not be any effect on the limited liability company interests of the Company.

2. The merger of Boynton Shoppes, Inc. into Boynton Shoppes, LLC was authorized by the unanimous written consent of the board of directors of Boynton Shoppes, Inc. on January , 1999 followed by the unanimous written consent of the shareholders of Boynton Shoppes, Inc. on January , 1999 and by the unanimous written consent of the members of Boynton Shoppes, LLC on January , 1999.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles of Merger and affirm the statements made herein as true under the penalties of perjury this day of January, 1999.

Boynton Shoppes, Inc.

By Gerald S. Berson
Gerald S. Berson, President

Boynton Shoppes, LLC

By Gerald S. Berson
Gerald S. Berson, Member

By Martin P. Heise
Martin P. Heise, Member

FILED
99 AUG 23 AM 10:19
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
BOYNTON SHOPPES, INC.
(a Florida corporation)
into
BOYNTON SHOPPES, LLC
(a Florida Limited Liability company)**

This Plan of Merger has been adopted by the directors and the shareholders of Boynton Shoppes, Inc., a Florida corporation, and by the members of Boynton Shoppes, LLC, a Florida limited liability company, pursuant to Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and Sections 608.438 and 608.4381 of the Florida Limited Liability Company Act:

1. The name of the corporation to be merged is Boynton Shoppes, Inc., a Florida corporation (the "Corporation"). The name of the surviving limited liability company is Boynton Shoppes, LLC, a Florida limited liability company (the "Company").

2. The terms and conditions of the proposed merger are as follows:

a. The articles of organization of the Company shall be the articles of organization of the surviving limited liability company.

b. The surviving limited liability company shall continue to be managed by its members. The surviving limited liability company has no managers but is managed by its members.

c. The regulations of the Company on the effective date of the merger shall continue to be the regulations of the surviving limited liability company.

d. The effect of the merger shall be the effect described in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

e. The manner and basis of converting the shares of the Corporation in to limited liability company interests of the Company is as follows: without the surrender of share certificates or any other action, each common share of the Corporation issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled, and there shall not be any effect on the limited liability company interests of the Company.

IN WITNESS WHEREOF, the undersigned hereby sign this Plan of Merger and affirm the statements made herein as true under the penalties of perjury this 1st day of January, 1999.

Boynton Shoppes, Inc.

By *Gerald S. Berson*
Gerald S. Berson, Director & Shareholder

By *Martin P. Heise*
Martin P. Heise, Director & Shareholder

Boynton Shoppes, LLC

By *Gerald S. Berson*
Gerald S. Berson, Member

By *Martin P. Heise*
Martin P. Heise, Member

FILED
99 AUG 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA