

P93000034876



ACCOUNT NO. : 072100000032
REFERENCE : 987930 10943A
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 78.75

FILED
98 OCT -7 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 7, 1998
ORDER TIME : 12:02 PM
ORDER NO. : 987930-005
CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq
Waldman Feluren & Trigoboff,
One Financial Plaza, Ste 1500
Fort Lauderdale, FL 33394

RECEIVED
98 OCT -7 PM 1:16
DIVISION OF CORPORATION

ARTICLES OF MERGER

DANBURG FUNDING CORP.

INTO

900002658089--5

BLAKE'S DANTE PROPERTIES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: CC

*Merger
10-8-98
CC*

ARTICLES OF MERGER
Merger Sheet

MERGING:

DANBURG FUNDING CORP., a Florida corporation, P93000000988

INTO

BLAKE'S DANTE PROPERTIES, INC., a Florida corporation, P930000034876

File date: October 7, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

WALDMAN FELUREN & TRIGOBOFF, P.A.

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1500
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-8600

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MARK S. FELUREN**
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MOURA S. SHERON
LAWRENCE K. FAGAN

MIAMI / DADE COUNTY OFFICE
2301 COLLINS AVENUE
SUITE M-14
MIAMI BEACH, FLORIDA 33139

OF COUNSEL

MARK H. HILDEBRANDT, P.A.

*ALSO ADMITTED IN COLORADO
**ALSO ADMITTED IN NEW YORK

October 6, 1998

VIA FEDERAL EXPRESS

Corporation Information Services, Inc.
Attn: Corporate Services
1201 Hays Street
Tallahassee, Florida 32301

987930

Corporate Services:

Enclosed please find:

1. Certificate of Limited Partnership of River Inn Limited Partnership; and
2. Affidavit of General Partner of River Inn Limited Partnership

Please file the Limited Partnership with the Secretary of State on October 7, 1998.

order #
987891

We will require a certified copy of the Certificate of Limited Partnership and a certificate of good standing for the Limited Partnership and Business Park, Inc. All three should be sent by overnight carrier to:

Jamie Danburg
2700 West Cypress Creek Road
Suite D-110
Fort Lauderdale, Florida 33309

order #
98792

Also enclosed are two originals of the Articles of Merger of Danburg Funding Corp. and Blake's Dante Properties, Inc. Please also file the Articles on October 7, 1998.

Certified copy
Sent to Mr. Feluren

Kindly notify me by telephone as to the status of these filings. Our account number is 10943A. Thank you for your assistance.

Very truly yours,

Mark S. Feluren



File 1st

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

CSC

TALLAHASSEE, FL

SUBJECT: BLAKE'S DANTE PROPERTIES, INC.
Ref. Number: P93000034876

RESUBMIT
Please give original
submission date as file date.

We have received your document for BLAKE'S DANTE PROPERTIES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A0004995

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98 OCT -8 PM 2:36
DIVISION OF CORPORATION

**ARTICLES OF MERGER OF DANBURG FUNDING CORP.
AND BLAKE'S DANTE PROPERTIES, INC.**

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

Danburg Funding Corp., a Florida corporation ("DFC"), shall be merged with and into Blake's Dante Properties, Inc., a Florida corporation ("BDP"), which shall be the surviving corporation (the "Merger").

1. The Merger shall become effective as of 12:01 a.m. on October 7, 1998 (the "Effective Time").

2. The Agreement and Plan of Merger dated October 6, 1998, pursuant to which DFC shall be merged with and into BDP, was unanimously adopted by the shareholders of DFC by resolutions adopted on October 6, 1998, and by the shareholders of BDP by resolutions adopted July 31, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of DFC and by their authorized officers as of October 6, 1998.

DANBURG FUNDING CORP.

By:  *President*

Jamie A. Danburg, President

By:  *Secretary*

Jamie A. Danburg, Secretary

BLAKE'S DANTE PROPERTIES, INC.

By:  *President*

Jamie A. Danburg, President

By:  *Secretary*

Jamie A. Danburg, Secretary

98 OCT -7 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**AGREEMENT AND PLAN OF MERGER
BETWEEN DANBURG FUNDING CORP.
AND BLAKE'S DANTE PROPERTIES, INC.**

Agreement and Plan of Merger dated October 6, 1998 between Danburg Funding Corp., a Florida corporation ("DFC") and Blake's Dante Properties, Inc., a Florida corporation ("BDP").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), DFC shall be merged with and into BDP (the "Merger"), the separate and corporate existence of DFC shall cease, and BDP (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. BDP and DFC are collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 12:01 a.m. on October 7, 1998 (the "Effective Time").
2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any

interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the common stock of DFC shall be cancelled without payment of any consideration and each shareholder of DFC, as of the Effective Time, shall receive one share of the \$1.00 par value common stock of BDP; and

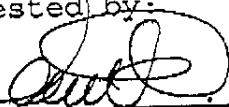
(b) each share of common stock of BDP issued and outstanding prior to the Effective Time shall be cancelled without payment of any consideration and without any conversion.

5. The articles of incorporation of BDP in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

6. This document may be executed in one or more

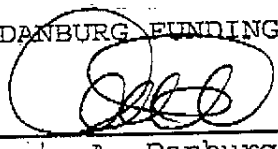
counterparts, a complete set of which shall constitute one original.

Attested by:




Jamie A. Danburg, Secretary

DANBURG FUNDING CORP.

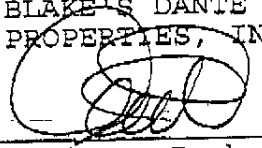

By: _____
Jamie A. Danburg, President

Attested by:



Jamie A. Danburg, Secretary

BLAKE'S DANTE
PROPERTIES, INC.


By: _____
Jamie A. Danburg, President

ACKNOWLEDGMENT

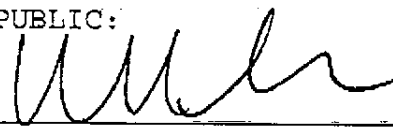
STATE OF FLORIDA
COUNTY OF BROWARD

} SS: .

The foregoing instrument was acknowledged before me this 6th day of October, 1998, by Jamie A. Danburg, as President of Danburg Funding Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

sign _____



print _____



MARK S. FELUREN
COMMISSION # CC605052
EXPIRES JAN 23, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

State of Florida at Large (Seal)
My commission Expires: