

CT CORPORATION SYSTEM

PA4000014351

Cole Boca, Inc.; Cole Dadeland, Inc.; Cole Destin, Inc.; Cole Orlando, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
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| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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W.P. Verifier _____

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Ref#: ****218.75 ****218.75

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615
JMS

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLE BOCA, INC., a Florida corporation P96000051808

COLE DADELAND, INC., a Florida corporation P96000058740

COLE DESTIN, INC., a Florida corporation P94000091396

COLE ORLANDO, INC., a Delaware corporation F97000003548

COLE SAWGRASS, INC., a Florida corporation P95000012804

INTO

COLE SOUTH BEACH, INC., a Florida entity, P94000014351

File date: March 1, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, F. S.

FIRST: The name and jurisdiction of the surviving corporation is COLE SOUTH BEACH INC., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of each merging corporation is as follows:

- COLE BOCA, INC., a Florida corporation ("Cole Boca");
- COLE DADELAND, INC., a Florida corporation ("Cole Dadeland");
- COLE DESTIN, INC., a Florida corporation ("Cole Destin");
- COLE ORLANDO, INC., a Delaware corporation ("Cole Orlando"); and
- COLE SAWGRASS, INC., a Florida corporation ("Cole Sawgrass").


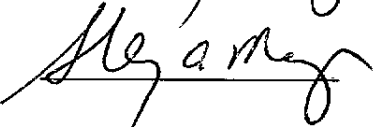
THIRD: The Agreement and Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

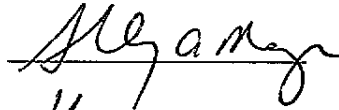
FIFTH: The Agreement and Plan of Merger was adopted by the shareholders of the Surviving Corporation on February 28, 2001.

- SIXTH: (a) The Agreement and Plan of Merger was adopted by the shareholders of Cole Boca on February 28, 2001.
- (b) The Agreement and Plan of Merger was adopted by the shareholders of Cole Dadeland on February 28, 2001.
- (c) The Agreement and Plan of Merger was adopted by the shareholders of Cole Destin on February 28, 2001.
- (d) The Agreement and Plan of Merger was adopted by the shareholders of Cole Orlando on February 28, 2001.
- (e) The Agreement and Plan of Merger was adopted by the shareholders of Cole Sawgrass on February 28, 2001.

SEVENTH: Signatures for each corporation:

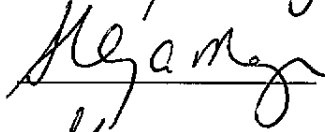
<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title of Individual</u>
COLE SOUTH BEACH, INC.		Stanley A. Mayer, Vice President and Director
COLE BOCA, INC.		Stanley A. Mayer, Vice President and Director

COLE DADELAND, INC.



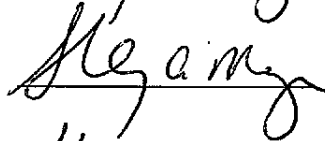
Stanley A. Mayer,
Vice President and Director

COLE DESTIN, INC.



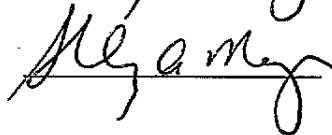
Stanley A. Mayer,
Vice President and Director

COLE ORLANDO, INC.



Stanley A. Mayer,
Vice President and Director

COLE SAWGRASS, INC.



Stanley A. Mayer,
Vice President and Director

EXHIBIT A

[Please see attached.]

AGREEMENT AND PLAN OF MERGER, dated as of February 28, 2001 ("*Plan of Merger*"), among COLE SOUTH BEACH, INC., a Florida corporation ("*Cole South Beach*" or the "*Surviving Corporation*"), COLE BOCA, INC., a Florida corporation ("*Cole Boca*"), COLE DADELAND, INC., a Florida corporation ("*Cole Dadeland*"), COLE DESTIN, INC., a Florida corporation ("*Cole Destin*"), COLE ORLANDO, INC., a Delaware corporation ("*Cole Orlando*"), and COLE SAWGRASS, INC., a Florida corporation ("*Cole Sawgrass*," together with Cole Boca, Cole Dadeland, Cole Destin and Cole Orlando the ("*Merging Corporations*").

INTRODUCTION

The Plan of Merger is in compliance with Section 607.1101, F.S. and Section 252 of the General Corporation Law of the State of Delaware.

The Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on February 22, 1994.

Cole Boca is a corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on June 18, 1996.

Cole Dadeland is a corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on July 12, 1996.

Cole Destin is a corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on December 19, 1994.

Cole Orlando is a corporation duly organized and validly existing under the laws of the State of Delaware, having been incorporated on July 8, 1997.

Cole Sawgrass is a corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on February 15, 1995.

The Boards of Directors of each of the parties hereto deem it desirable, upon the terms and subject to the conditions herein stated, that Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass be merged with and into Cole South Beach (the "*Merger*") and that Cole South Beach be the surviving corporation with (i) the outstanding shares of common stock, no par value (the "*Cole Boca Shares*"), of Cole Boca, (ii) the outstanding shares of common stock, no par value (the "*Cole Dadeland Shares*"), of Cole Dadeland, (iii) the outstanding shares of common stock, no par value (the "*Cole Destin Shares*"), of Cole Destin, (iv) the outstanding shares of common stock, par value \$0.01 per share (the "*Cole Orlando Shares*"), of Cole Orlando and (v) the outstanding shares of common stock, no par value (the "*Cole Sawgrass Shares*"), of Cole Sawgrass

converted into shares of common stock, par value \$0.01 (the "*Cole South Beach Shares*"), of Cole South Beach, and that all of the Cole Boca Shares, Cole Dadeland Shares, Cole Destin Shares, Cole Orlando Shares and Cole Sawgrass Shares in existence prior to the Merger be canceled so that after the Merger all of the outstanding Cole South Beach Shares will be owned by those who prior to the Merger owned all of the outstanding Cole Boca Shares, Cole Dadeland Shares, Cole Destin Shares, Cole Orlando Shares and Cole Sawgrass Shares.

The parties agree as follows:

ARTICLE I
THE MERGER

1.1 On the Effective Date (as defined in Section 2.1 hereof), Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass shall merge with and into Cole South Beach and continue as one corporation, with Cole South Beach as the surviving corporation. The name of Cole South Beach shall not be affected by the Merger. The Merging Corporations and the Surviving Corporation shall make the appropriate filings with the Secretaries of the States of Florida and Delaware.

1.2 Upon the Effective Date:

(a) each then outstanding Cole Boca Share, Cole Dadeland Share, Cole Destin Share, Cole Orlando Share and Cole Sawgrass Share shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) Cole South Beach Share and no transfer of Cole Boca Shares, Cole Dadeland Shares, Cole Destin Shares, Cole Orlando Shares or Cole Sawgrass Shares shall thereafter be registered;

(b) each holder of a share certificate or certificates representing Cole Boca Shares, Cole Dadeland Shares, Cole Destin Shares, Cole Orlando Shares and Cole Sawgrass Shares immediately prior to the effective date of the Merger (each, a "*Merging Corporation Share Certificate*"), upon surrender of such certificate or certificates to Cole Boca after the effective date of the Merger, shall be entitled to receive a share certificate or certificates representing the number of Cole Boca Shares equal to the number of Cole Boca Shares, Cole Dadeland Shares, Cole Destin Shares, Cole Orlando Shares or Cole Sawgrass Share held by such holder immediately prior to the effective date of the Merger; and

(c) if any certificate representing Cole Boca Shares is to be issued in a name other than that in which a Merging Corporation Share Certificate is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and the person requesting such issuance shall pay to Cole Boca any transfer or other taxes required by reason of the issuance of certificates representing Cole Boca Shares in a name other than that of the registered holder of the Merging Corporation Share Certificate surrendered, or establish to the satisfaction of Cole Boca that such tax has been paid or is not applicable.

ARTICLE II
AUTHORIZATION

2.1 Each of the record holders of (i) the 100 issued and outstanding Cole Boca Shares, (ii) the 100 issued and outstanding Cole Dadeland Shares, (iii) the 100 issued and outstanding Cole Destin Shares, (iv) the 100 issued and outstanding Cole Sawgrass Shares and (v) the 100 issued and outstanding Cole South Beach Shares shall be entitled to vote on this Plan of Merger and the Merger as provided by the applicable law of the State of Florida. The record holder of the 100 issued and outstanding Cole Orlando Shares shall be entitled to vote on this Plan of Merger and the Merger as provided by the applicable law of the State of Delaware. If this Agreement is duly adopted by the requisite votes of the stockholders of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando, Cole Sawgrass and Cole South Beach and is not terminated, Articles of Merger, executed in accordance with the laws of the State of Florida (the "*Articles of Merger*"), shall be filed with the Secretary of State of the State of Florida and a Certificate of Merger, executed in accordance with the laws of the State of Delaware (the "*Certificate of Merger*"), shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the later of the time and date that the Articles of Merger are filed with the Secretary of State of the State of Florida and the date that Certificate of Merger is filed with Secretary of State of the State of Delaware, such date being referred to herein as the "*Effective Date*" of the Merger.

2.2 Each of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando, Cole Sawgrass and Cole South Beach represent and warrant to each other that they validly exist under the laws of the States of Florida, Florida, Florida, Delaware, Florida and Florida, respectively.

ARTICLE III
EFFECT OF THE MERGER

As of the Effective Date, the separate existences of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass shall cease; Cole South Beach shall thereupon possess all the respective rights, privileges, immunities and franchises, of a public as well as a private nature of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass, and all of the respective property, real, personal and mixed and all debts due on whatever accounts, including subscriptions to shares and all other choses in action, and each and every other interest of or belonging to or due to Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass shall be deemed to be the rights, privileges, immunities, franchises, property, debts and interests of Cole South Beach without further act or deed, and the title to any real estate, or any interest therein, vested in Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando or Cole Sawgrass shall not revert or in any way be impaired by reason of the Merger; and Cole South Beach shall thenceforth be responsible and liable for all of the respective liabilities and respective obligations of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando and Cole Sawgrass; and any claim existing or action or proceeding pending by or against Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando or Cole Sawgrass may be prosecuted as if the Merger had not taken place, or Cole South Beach may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Cole Boca, Cole Dadeland, Cole Destin, Cole Orlando or Cole Sawgrass shall be impaired by the Merger.

ARTICLE IV
ORGANIZATIONAL DOCUMENTS

The certificate of incorporation and the by-laws of Cole South Beach in effect on the Effective Date shall continue to be certificate of incorporation and by-laws, respectively, of Cole South Beach after the Effective Date until amended in accordance with applicable law.

ARTICLE V
DIRECTORS AND OFFICERS

From and after the Effective Date, until successors are duly elected or appointed in accordance with applicable law, (i) the directors of Cole South Beach on the Effective Date of the Merger shall be the directors of Cole South Beach and (ii) the officers of Cole South Beach on the Effective Date shall be the officers of Cole South Beach.

ARTICLE VI
AMENDMENTS

This Plan of Merger may be supplemented or amended in any manner at any time and from time to time before the Effective Date of the Merger without any action by the stockholders of the Merging Corporations and the Surviving Corporation save with respect to the terms of conversion set forth in Section 1.2 above. Any supplement or amendment to this Plan of Merger must be in writing and executed by each of the Merging Corporations and the Surviving Corporation.

This Plan of Merger may be terminated and the Merger abandoned at any time prior to effective date of the Merger by action taken by the respective Boards of Directors of the Merging Corporations and the Surviving Corporation.

ARTICLE VII
GOVERNING LAW

THIS AGREEMENT AND PLAN OF MERGER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA (WITHOUT GIVING EFFECT TO ANY CHOICE OR CONFLICT OF LAWS PROVISIONS).

IN WITNESS WHEREOF, the undersigned have each caused this Agreement and Plan of Merger to be executed by its authorized officer as of the date first above written.

COLE SOUTH BEACH, INC., a Florida corporation

By: Stanley A. Mayer
Name: Stanley A. Mayer
Title: Vice President and Director

COLE BOCA, INC., a Florida corporation

By: Stanley A. Mayer
Name: Stanley A. Mayer
Title: Vice President and Director

COLE DADELAND, INC., a Florida corporation

By: Stanley A. Mayer
Name: Stanley A. Mayer
Title: Vice President and Director

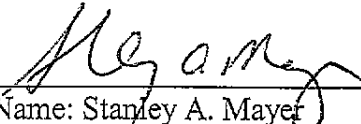
COLE DESTIN, INC., a Florida corporation

By: Stanley A. Mayer
Name: Stanley A. Mayer
Title: Vice President and Director

COLE ORLANDO, INC., a Delaware corporation

By: Stanley A. Mayer
Name: Stanley A. Mayer
Title: Vice President and Director

COLE SAWGRASS, INC. a Florida
corporation

By: 
Name: Stanley A. Mayer
Title: Vice President and Director