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S. C. CRONIG & ASSOC

TEL: 305 444 6334

P. 001

Division of Corporations

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Florida Department of State

Division of Corporations

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((H00000065659 5)))

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Account Number : I19980000095

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

1360 SHARAZAD HOLDINGS, LLC.

Certificate of Status	0
Certified Copy	1
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L00-13629
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Florida Secretary of State Electronic Filing Certification
Audit No. H00000065659-5
Monday, December 18, 2000

ARTICLES OF MERGER
OF TWENTY-SEVEN DEVELOPMENT CORPORATION
AND
OF 1360 SHARAZAD HOLDINGS, LLC.

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Merger in accordance with Florida Statutes §607.1109 and Florida Statutes §608.4382.

FIRST: The name, street address of principal office, jurisdiction of formation and entity type of each merging entity is as follows:

Names and Street Addresses of Entities which are Parties to this Merger

1. 1360 Sharazad Holdings, LLC.
308 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133

Jurisdiction of Formation: Florida
Entity Type: Limited Liability Company
Florida Document/Registration Number: L00000013629
FEI Number: 65-1052810
2. Twenty-seven Development Corporation
308 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133

Jurisdiction of Formation: Florida
Entity Type: For Profit Corporation
Florida Document/Registration Number: P99000110087
FEI Number: 65-1052295

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Steven Carlyle Cronig & Associates, P.A.
307 Continental Plaza
3250 Mary Street
Coconut Grove, Florida 33133
Telephone (305) 444-6300

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SECOND: The name, street address of principal office, jurisdiction of formation and entity type of the surviving entity is as follows:

Name and Street Address

1360 Sharazad Holdings, LLC.
308 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Jurisdiction of Formation:	Florida
Entity Type:	Limited Liability Company
Florida Document/Registration Number:	L00000013629
FEI Number:	65-1052810

THIRD: The attached Plan of Merger meets the requirements of Florida Statutes §607.1108 and Florida Statutes §608.438 and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Florida Statutes Chapters 607 and 608.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partnership and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Florida Statutes §607.1108(5), §608.4381(2) and/or §620.202(2).

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Florida Statutes §607.1108(5), §608.4381(2) and/or §620.202(2).

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EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.


TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH:Name of EntitySignatures for Each PartyTyped or Printed Name

1360 Sharazad Holdings, LLC



Dana Berman, Manager

Twenty-seven Development
Corporation

Dana Berman, President

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes §607.1107 and Florida Statutes §608.4381, is being submitted in accordance with Florida Statutes §607.1108 and Florida Statutes §608.438.

FIRST: The name and jurisdiction of formation of each merging party are as follows:

<u>Names</u>	<u>Jurisdiction</u>
1. Twenty-seven Development Corporation	Florida
2. 1360 Sharazad Holdings, LLC.	Florida

SECOND: The name and jurisdiction of formation of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
1360 Sharazad Holdings, LLC.	Florida

THIRD: The terms and conditions of the merger are as follows:

Twenty-seven Development Corporation will be merged into 1360 Sharazad Holdings, LLC. in accordance with the Plan of Merger. 1360 Sharazad Holdings, LLC. will be the surviving entity. All real, personal and intangible property of Twenty-seven Development Corporation thereafter will be owned by 1360 Sharazad Holdings, LLC., which entity will assume all of the obligations, tax burdens and debts of Twenty-seven Development Corporation.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The identity and respective ownership interests of the shareholders of Twenty-seven Development Corporation are identical to the identity and respective ownership interests of the members of 1360 Sharazad Holdings, LLC. The shares of stock of Twenty-seven Development Corporation will be surrendered and the respective ownership interests of 1360 Sharazad Holdings, LLC. will remain unchanged.

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name and address of the general partner is as follows:

Not Applicable

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

Name and Address of Manager

Dana Berman, 308 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida.

SEVENTH: All statements that are required by the law of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated, are as follows:

Not Applicable.

EIGHTH: Other provisions, if any, relating to the merger:

None.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWENTY-SEVEN DEVELOPMENT CORPORATION, A Florida entity,
P99000110087

INTO

1360 SHARAZAD HOLDINGS, LLC., a Florida entity, L00000013629

File date: December 18, 2000

Corporate Specialist: Tammi Cline