

L9700000000046

LES FISHER
PROFESSIONAL CORPORATION
ATTORNEY AT LAW
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LOS ANGELES, CA 90067-2326

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June 15, 2001

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/18/01--01159--004
***\$50.00 ***\$50.00

Dear Sirs/Madames:

Enclosed please find an original and one copy of Articles of
Merger for the following entities:

Merging Party

35 NW 54TH ST, LTD.
Registration Number: A96000001946
746 NW 62ND ST, LTD.
Registration Number: A96000001949
1536 NW 36TH ST, LTD.
Registration Number: A96000001951
6145 NW 7TH AVE, LTD.
Registration Number: A96000001953
7800 NE 2ND AVE, LTD.
Registration Number: A96000001955
7155 NW 2ND CT, LTD.
Registration Number: A96000001954
1744 NW 36TH ST, LTD.
Registration Number: A96000001952
668 NW 62ND ST, LTD.
Registration Number: A96000001948
1201 NW 54TH ST, LTD.
Registration Number: A96000001950
12955 NW 7TH AVE, LTD.
✓ Registration Number: A97000000076
330 NW 71ST ST, LTD.
Registration Number: A96000001947

Surviving Party

35 NW 54TH ST, L.C.
Registration Number: L96000001101
746 NW 62ND ST, L.C.
Registration Number: L96000001097
1536 NW 36TH ST, L.C.
Registration Number: L96000001109
6145 NW 7TH AVE, L.C.
Registration Number: L96000001100
7800 NE 2ND AVE, L.C.
Registration Number: L96000001096
7155 NW 2ND CT, L.C.
Registration Number: L96000001099
1744 NW 36TH ST, L.C.
Registration Number: L96000001106
668 NW 62ND ST, L.C.
Registration Number: L96000001098
1201 NW 54TH ST, L.C.
Registration Number: L96000001108
12955 NW 7TH AVE, L.C.
Registration Number: L97000000046
330 NW 71ST ST, L.C.
Registration Number: L96000001102

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JUN 18 4:12:53
TALLAHASSEE, FLORIDA

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Division of Corporations
RE: Articles of Merger
June 15, 2001
Page 2

Please "received" stamp the enclosed copy of the Articles of Merger for each entity and return them to my office in the self-addressed envelope provided for your convenience.

Also enclose is a check made payable to the Florida Department of State in the amount of \$550.00 which represents the total filing fee for the 11 individual Article of Merger presented here for filing.

Thank you for your courtesy and cooperation.

Very truly yours,


JAMES Q. FISHER

JQF:as
Enclosures
cc: Richard P. Fisher
Ronald J. Fisher
(w/o enc.)

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01 JUN 18 PM 12:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

12955 NW 7TH AVE, LTD. a Florida entity A97000000076

into

12955 NW 7TH AVENUE, L.C., a Florida entity L97000000046

File date: June 18, 2001

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. 12955 NW 7TH AVE, LTD. 419 W. 49TH ST #106 HIALEAH, FL 33012	Florida	limited partnership

Florida Document/Registration Number: A97000000076 FEI Number: 59-1661989

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

1. 12955 NW 7TH AVE, L.C. 419 W. 49TH ST #106 HIALEAH, FL 33012	Florida	limited liability company
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Florida Document/Registration Number: L97000000046 FEI Number: 65-072985

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and 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.

FOURTH: If applicable, the attached Plan of merger was approved by the other business entity(ies) that is/are party(ies) 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, partners, 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 section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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 section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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 become effective as of:

The date of the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

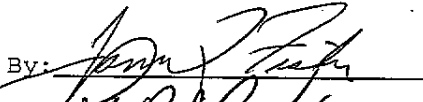

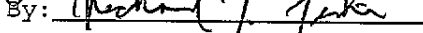
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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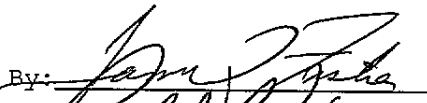
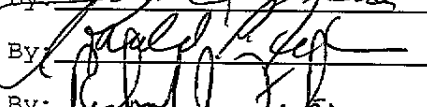
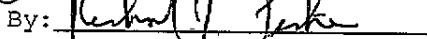
**General Partner of
merging party**

12955 NW 7TH AVE, L.C.
a Florida limited
liability company

By: 	James Q. Fisher, Manager
By: 	- Ronald P. Fisher, Manager
By: 	Richard J. Fisher, Manager

Surviving Party

12955 NW 7TH AVE, L.C.
a Florida limited
liability company

By: 	James Q. Fisher, Manager
By: 	- Ronald P. Fisher, Manager
By: 	Richard J. Fisher, Manager

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TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.20, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
12955 NW 7TH AVE, LTD.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
12955 NW 7TH AVE, L.C.	Florida

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

The merging party shall be merged with and into the surviving party under the laws of the State of Florida.

The managers of the surviving party have the sole and exclusive control of the business, subject to any limitations in the Regulations of the surviving party.

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:

Each interest in the merging party will be converted into an equitable interest in the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, 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(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not Applicable

If General Partner is a Non-Individual
Florida Document/Registration Number

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

RICHARD J. FISHER
JAMES Q. FISHER
RONALD P. FISHER
419 W. 49TH ST #106
HIALEAH, FL 33012

SEVENTH: All statements that are required by the laws 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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