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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941)364-2409  
Fax Number : (941)364-2490

MERGER OR SHARE EXCHANGE

BOCA TERRY, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 07       |
| Estimated Charge      | \$113.75 |

SECRET  
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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BOCA TERRY, L.L.C. a New Jersey entity M98000000556

INTO

**BOCA TERRY, LLC**, a Florida entity, L01000009639

File date: August 14, 2001

Corporate Specialist: Lee Rivers

Aug-15-2001 09:37am

To-9502050380--46999999

From-KIRKPINKERTON

T-031 P.002/009 F-333



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

August 3, 2001

KIRK PINKERTON

SUBJECT: BOCA TERRY, LLC  
REF: H01000087199

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must reflect that the surviving entity 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.

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.

The Florida Statutes 608 does not allow shares for a LLC. Please amend your document and resubmit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

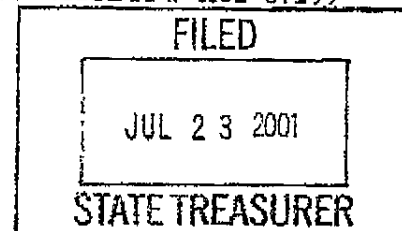
FAX Aud. #: H01000087199  
Letter Number: 501A00044997

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STATE

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT # H01-87199

ARTICLES OF MERGER  
OF  
BOCA TERRY, L.L.C.  
INTO  
BOCA TERRY, LLC



Pursuant to the provisions of Florida Statutes Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"), and the provisions of Section 42:2B-20.b.(1) of the New Jersey Limited Liability Company Act (the "New Jersey Act"), the undersigned limited liability companies adopt the following Articles of Merger for the purpose of merging Boca Terry, L.L.C., a New Jersey limited liability company ("Merged Company"), into Boca Terry, LLC, a Florida limited liability company ("Surviving Company"):

1. The names of the undersigned limited liability companies and the states under the laws of which they are organized are, respectively:

Name of CompanyState of Formation

Boca Terry, L.L.C. 0600025728  
 Boca Terry, LLC *NR*

New Jersey  
 Florida

*199-556*  
*201-9639*

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Company is Boca Terry, LLC, and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The Manager of Surviving Company hereby certifies that the Plan was unanimously adopted in a resolution of the Members and the Manager of Surviving Company on JUNE 11, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares or interests voted against the Plan.

6. The Manager of Merged Company hereby certifies that the Plan was unanimously adopted in a resolution of the Members and the Manager of Merged Company on JUNE 11, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the New Jersey Limited Liability Company Act. No shares or interests voted against the Plan.

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7. This merger shall become effective on the last filing of the Articles of Merger with the Florida Secretary of State and the New Jersey Secretary of State.

8. After filing with the Secretaries of State of New Jersey and Florida, a copy of these Articles of Merger and Plan of Liquidation will be on file at the principal office of the Surviving Company, located at 6601 Lyons Creek Road, #H-9, Coconut Creek, Florida 33073.

9. After filing with the Secretaries of State of New Jersey and Florida, a copy of these Articles of Merger and Plan of Liquidation shall be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company, Merged Company, or any person holding an interest in any other business entity which is a party to this merger.

10. Surviving Company may be served with process in any action or special proceeding for the enforcement of any liability or obligation of Merged Company previously amenable to suit in New Jersey and for the enforcement of the right of Merged Company's members to receive payment for their shares against the Surviving Company. The Secretary of State of the State of New Jersey shall be the designated agent upon whom process against it may be served. The Secretary of State of the State of New Jersey, as the designated agent of the Surviving Company, shall mail a copy of any process served against the Surviving Company to the Department of State, Division of Corporations, 409 East Gaines Street, Tallahassee, Florida 32399.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the Manager of Surviving Company and the Manager of Merged Company.


\* 11. References in the Plan to "shares" are to membership units.

12. Surviving Company 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 obligations or rights of any dissenting shareholders, partners, and/or members of Surviving Company.

13. The name and address of the Manager of Surviving Company is Edward Cohen, 6601 Lyons Creek Road, #H-9, Coconut Creek, Florida 33073.

SURVIVING COMPANY:

BOCA TERRY, LLC, a Florida limited liability company

By:  EDWARD COHEN, Manager

MERGED COMPANY:

BOCA TERRY, L.L.C., a New Jersey limited liability company

By:  EDWARD COHEN, Manager

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TALLAHASSEE, FLORIDA

FAX AUDIT # H01-87199

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June, 2001, by EDWARD COHEN, as Manager of BOCA TERRY, LLC, a Florida limited liability company, who [ ] is personally known to me, or [ ] has produced identification, on behalf of said limited liability company, and who acknowledged before me that the execution thereof are his free acts and deeds.



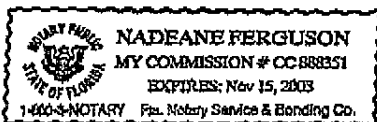
Nadeane Ferguson  
Signature of Notary Public

Nadeane Ferguson  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June, 2001, by EDWARD COHEN, as Manager of BOCA TERRY, L.L.C., a New Jersey limited liability company, who [ ] is personally known to me, or [ ] has produced identification, on behalf of said limited liability company, and who acknowledged before me that the execution thereof are his free acts and deeds.



Nadeane Ferguson  
Signature of Notary Public

Nadeane Ferguson  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_

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STATE OF FLORIDA  
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EXHIBIT A  
PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 11 day of JUNE, 2001, by and between Boca Terry, LLC, a Florida limited liability company (hereinafter sometimes called the "Surviving Company"), and Boca Terry, L.L.C., a New Jersey limited liability company (hereinafter sometimes called the "Merged Company"). Surviving Company and Merged Company are collectively referred to herein as the "Constituent Companies".

WITNESSETH:

WHEREAS, Surviving Company is a company organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on JUNE 11, 2001;

WHEREAS, Merged Company is a company organized and existing under the laws of the State of New Jersey, having its Certificate of Formation filed March 1, 1996;

WHEREAS, the Members and the Manager of Surviving Company and the Members and the Manager of Merged Company have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Companies that Merged Company be merged into Surviving Company (Surviving Company's corporate existence as a limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a tax-free transaction intended to qualify as a tax-free assets-over reorganization within the meaning of Section 708 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Manager of each of Surviving Company and Merged Company, in accordance with the provisions of the Florida Limited Liability Company Act ("Florida Act"), and the New Jersey Limited Liability Company Act ("New Jersey Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Companies Proposing to Merge. The names of the limited liability companies that are parties to the merger are as follows:

- (a) Boca Terry, LLC, a Florida limited liability company.
- (b) Boca Terry, L.L.C., a New Jersey limited liability company.

2. Name of Surviving Company. The Surviving Company shall be Boca Terry, LLC, a Florida limited liability company.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Company shall cease and the Surviving Company shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

(b) The Surviving Company shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Companies; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the companies merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Companies shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Company shall be responsible and liable for all the liabilities and obligations of the Merged Company; and any claim existing or action or proceeding pending by or against the Merged Company may be prosecuted as if this merger had not taken place, or the Surviving Company may be substituted in the place of the Merged Company. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by this merger.

4. Conversion of Interests/Shares. The interests of the Members are represented by shares of stock. The manner of converting or otherwise dealing with the shares of the Constituent Companies shall be that on the effective date of the merger, each one (1) share of stock in Merged Company shall be converted into one (1) share of stock in Surviving Company, and all shares in Merged Company shall be deemed canceled.

5. No Changes in Operating Agreement. The Operating Agreement of the Surviving Company in effect at the time the merger becomes effective shall be and remain the Operating Agreement of the Surviving Company until the same is altered, amended, or repealed.

6. Changes in Articles of Organization. The merger will not effect any change in the Articles of Organization of the Surviving Company.

7. Manager. The Manager of the Surviving Company in office at the time the merger becomes effective shall be and remain the Manager of the Surviving Company, and he shall hold office until his successor is duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the last filing of the Articles of Merger with the Florida Secretary of State and the New Jersey Secretary of State.

10. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting Manager of Merged Company and the Manager of Surviving Company shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to



FAX AUDIT #H01-87199

be taken all such further or other action as Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in Surviving Company title to and possession of all of Merged Company's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the Manager of Surviving Company and the Manager of Merged Company.

SURVIVING COMPANY:

BOCA TERRY, LLC, a Florida limited liability company

By:   
EDWARD COHEN, Manager

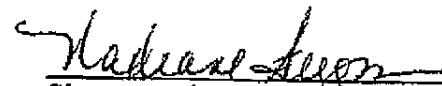
MERGED COMPANY:

BOCA TERRY, L.L.C., a New Jersey limited liability company

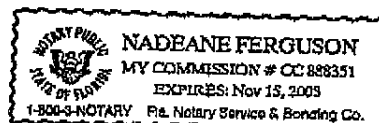
By:   
EDWARD COHEN, Manager

STATE OF FLORIDA  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 11 day of June, 2001, by EDWARD COHEN, as Manager of BOCA TERRY, LLC, a Florida limited liability company, who [ ] is personally known to me, or [ ] has produced identification, on behalf of said limited liability company, and who acknowledged before me that the execution thereof are his free acts and deeds.

  
Signature of Notary Public

NADENE FERGUSON  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_



Aug-15-2001 09:39am

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From-KIRKPINKERTON

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STATE OF FLORIDA

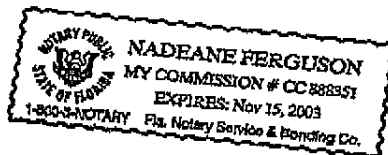
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2001, by EDWARD COHEN, as Manager of BOCA TERRY, L.L.C., a New Jersey limited liability company, who [ ] is personally known to me, or [ ] has produced identification, on behalf of said limited liability company, and who acknowledged before me that the execution thereof are his free acts and deeds.

Nadeane Ferguson  
Signature of Notary Public

Nadeane Ferguson  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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