

L05000007549

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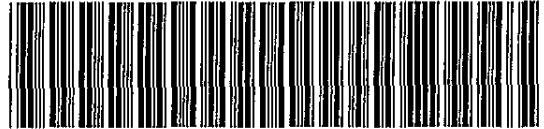
(Business Entity Name)

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05 APR 28 PM 3:10
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TALLAHASSEE, FLORIDA

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05 APR 28 PM 1:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

BUCK PLEASE FILE TODAY

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05 APR 28 PM 3:10
SECRETARY OF STATE
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CONTACT: CINDY
DATE: 4-28-05
REF. #: 0672.36360
CORP. NAME: 230 SHORE COURT, LLC

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 512345 FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- CERTIFIED COPY TWO SETS (2)
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

L03000036848 L0400018467 L0400025402
ARTICLES OF MERGER
OF
B&B 230 SHORE, LLC, B&B 4221, LLC, AND B&B 226, LLC
INTO
230 SHORE COURT, LLC

5402
APR 28 PM 3:10
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

Under Section 608.4382, Florida Statutes

Pursuant to the provisions of Section 608.4382 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The name of the constituent entities which are parties to the merger are: B&B 230 SHORE, LLC, Florida Document Number L03000036848; B&B 4221, LLC, Florida Document Number L04000018467; B&B 226, LLC, Florida Document Number L04000025402; and 230 SHORE COURT, LLC, Florida Document Number L05000007549. The surviving entity is 230 SHORE COURT, LLC, and it is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted and approved by all of the managers and members of each of the respective constituent entities as of the 28th day of April, 2005, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger shall be as of the date of the filing of these Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 28th day of April, 2005.

230 SHORE COURT, LLC, a Florida limited liability company

By: [Signature]
Its: Authorized Representative

B&B 230 SHORE, LLC, a Florida limited liability company

By: [Signature]
Its: Authorized Representative

B&B 226, LLC, a Florida limited liability company

By: [Signature]
Its: Authorized Representative

B&B 4221, LLC, a Florida limited liability company

By: [Signature]
Its: Authorized Representative

Exhibit "A" - Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 28th day of April, 2005 by and between B&B 230 SHORE, LLC ("B&B 230"), B&B 4221, LLC ("B&B 4221"), B&B 226, LLC ("B&B 226") (B&B 230, B&B 4221, and B&B 226 are hereinafter collectively referred to as the "MERGING ENTITIES") and 230 SHORE COURT, LLC, a Florida limited liability company (the "SURVIVING ENTITY"); the MERGING ENTITIES and SURVIVING ENTITY being sometimes collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, the SURVIVING ENTITY is a limited liability company duly organized under the laws of the State of Florida, which owns 100% of all of the issued and outstanding membership interests in each of the MERGING ENTITIES;

WHEREAS, the B&B 230 is a limited liability company duly organized under the laws of the State of Florida;

WHEREAS, the B&B 4221 is a limited liability company duly organized under the laws of the State of Florida;

WHEREAS, the B&B 226 is a limited liability company duly organized under the laws of the State of Florida;

WHEREAS, the Managers of each of the Constituent Entities deem it advisable for the general welfare of such Constituent Entities and the members of the SURVIVING ENTITY that the MERGING ENTITIES be merged with and into the SURVIVING ENTITY which shall survive the merger and that the name of the SURVIVING ENTITY remain 230 SHORE COURT, LLC; and

WHEREAS, the SURVIVING ENTITY will receive the assets of the MERGING ENTITIES in exchange for the cancellation of its membership interests in each of the MERGING ENTITIES, as more fully described in ARTICLE V hereinafter.

NOW, THEREFORE, the Constituent Entities hereby agree that the MERGING ENTITIES shall be merged with and into the SURVIVING ENTITY in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I The Constituent Entities

The names of the Constituent Entities to the merger are:

- (a) B&B 230 SHORE, LLC, Florida Document Number L03000036848;
- (b) B&B 4221, LLC, Florida Document Number L04000018467;
- (c) B&B 226, LLC, Florida Document Number L04000025402; and
- (d) 230 SHORE COURT, LLC, Florida Document Number L05000007549.

ARTICLE II
The Merger

On the Effective Date (as hereinafter defined) the MERGING ENTITIES shall be merged with and into the SURVIVING ENTITY (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapter 608 of the *Florida Statutes* (the "Florida Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with ARTICLE VIII hereof, the Constituent Entities shall be a single entity which shall be the SURVIVING ENTITY. From and after such filing, the separate existence of the MERGING ENTITIES shall cease, while the existence of the SURVIVING ENTITY shall continue unaffected and unimpaired. The SURVIVING ENTITY shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under the Florida Law. The SURVIVING ENTITY shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Entities. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in the SURVIVING ENTITY without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING ENTITY shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if such Merger had not taken place, or the SURVIVING ENTITY may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Organization, Operating Agreement and Manager

The Articles of Organization of the SURVIVING ENTITY, as in effect on the Effective Date, shall survive the Merger until the same shall thereafter be further amended or repealed as provided therein and by applicable law. The Operating Agreement of the SURVIVING ENTITY (the "Operating Agreement"), as in effect on the Effective Date, shall survive the Merger until the same shall thereafter be amended as provided therein and by applicable law.

The person who shall serve as the Manager of the SURVIVING ENTITY shall be SRB Holdings, LLC, a Florida limited liability company, whose address is 10400 Griffin Road, Suite 104, Cooper City, Florida 33328.

ARTICLE V
Treatment of Interests of Constituent Entities

5.1 Upon the Effective Date, the membership interests in the MERGING ENTITIES, which are held by the SURVIVING ENTITY immediately preceding the filing of the Articles of Merger and which shall constitute 100% of all of the outstanding membership interests in the MERGING ENTITIES, shall, without any action on the part of the holder thereof, cease to exist and be canceled by each of the MERGING ENTITIES.

5.2 Upon the Effective Date, the membership interests in the SURVIVING ENTITY, owned by the members of the SURVIVING ENTITY immediately prior to the filing of the Articles of Merger, shall continue to remain outstanding by such members unaffected and unimpaired.

ARTICLE VI
Further Assurance

If at any time after the Effective Date, the SURVIVING ENTITY shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING ENTITY, according to the terms hereof, the title to any property or rights of the MERGING ENTITIES, the last acting manager of the MERGING ENTITIES, or the corresponding manager of the SURVIVING ENTITY, shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING ENTITY, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII
Approval by Members

This Plan of Merger shall be approved by the Managers and Members of the SURVIVING ENTITY and each of the MERGING ENTITIES for approval as provided by Florida Law on the 22nd day of April, 2005. If duly adopted by the Managers and Members of the SURVIVING ENTITY and each of the MERGING ENTITIES, Articles of Merger, meeting the requirements of Florida Law, shall be filed immediately in the appropriate office in Florida, subject to ARTICLE XI hereinbelow.

ARTICLE VIII
Effective Date

The merger of the MERGING ENTITIES into the SURVIVING ENTITY shall become effective as of the date of the filing of the Articles of Merger with the Florida Secretary of State in accordance with Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
Covenants of the MERGING ENTITIES

Each of the MERGING ENTITIES covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any membership interest or any rights to acquire any membership interests prior to the Effective Date.

ARTICLE X
Covenants of the SURVIVING ENTITY

The SURVIVING ENTITY covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any new membership interests or any rights to acquire any membership interests prior to the Effective Date.

ARTICLE XI
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Manager of the SURVIVING ENTITY or by the Manager of the MERGING ENTITIES at any time prior to the filing of the Articles of Merger for any reason or for no reason.

ARTICLE XII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

[Signatures begin on the following page]

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized representative on the day and year above written.

THE MERGING ENTITIES:

B&B 230 SHORE, LLC, a Florida limited liability company

By: Its Manager

230 SHORE COURT, LLC, a Florida limited liability company

By Its Manager:

SRB HOLDINGS, LLC a Florida limited liability company

By: 

Print Name: Robert M. Hall

Title: Manager

B&B 4221, LLC, a Florida limited liability company

By: Its Manager

230 SHORE COURT, LLC, a Florida limited liability company

By Its Manager:

SRB HOLDINGS, LLC a Florida limited liability company

By: 

Print Name: Robert M. Hall

Title: Manager

B&B 226, LLC, a Florida limited liability company

By: Its Manager

230 SHORE COURT, LLC, a Florida limited liability company

By Its Manager:

SRB HOLDINGS, LLC a Florida limited liability company

By: 

Print Name: Robert M. Hall

Title: Manager

THE SURVIVING ENTITY:

230 SHORE COURT, LLC, a Florida limited liability company

By Its Manager:

SRB HOLDINGS, LLC a Florida limited liability company

By: 

Print Name: Robert M Hall

Title: Manager