

LAW OFFICES
JOHN C. BOVAY, P.A.
901 N.W. 57TH STREET
GAINESVILLE, FLORIDA 32605

JOHN C. BOVAY
LL.M. IN TAXATION
ALSO ADMITTED IN DISTRICT OF COLUMBIA
JULIA M. COOK
LL.M. IN TAXATION

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May 3, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 12231

Re: 203 West 14th Street, L.L.C.
213 West 16th Street, L.L.C.

To Whom It May Concern:

Enclosed are an original and one copy of the following documents to be filed with the Florida Department of State:

1. Articles of Merger for 203 West 14th Street, Corp. and 203 West 14th Street, L.L.C. into 203 West 14th Street, L.L.C.;
2. Plan of Merger of 203 West 14th Street, Corp. and 203 West 14th Street, L.L.C. into 203 West 14th Street, L.L.C.;
3. Articles of Merger for 213 West 16th Street, Corp. and 213 West 16th Street, L.L.C. into 213 West 16th Street, L.L.C.; and
4. Plan of Merger of 213 West 16th Street, Corp. and 213 West 16th Street, L.L.C. into 213 West 16th Street, L.L.C.

Also enclosed is a check for \$67.50 for the \$25.00 filing fee for the each of the Articles of Merger and the \$8.75 fee for each of the certified copies.

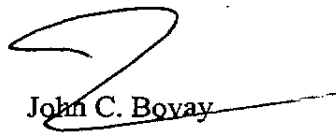
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Please contact me if further information or documentation is necessary for the applications. Please send the receipts for filing and certified copies to me and I will deliver them to my client.

Thank you for your assistance.

Sincerely,



John C. Boyay

JCB:jc
Encl.
XC: Beatrice Weintraub
Faye Richter
Fred Misthal

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May 20, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: 203 West 14th Street, L.L.C.
213 West 16th Street, L.L.C.

To Whom It May Concern:

Enclosed are copies of the notices I received from your office, requesting the total amount needed for filing fees.

Also enclosed are copies of the following documents to be filed with the Florida Department of State; The Florida Department of State retained our originals:

1. Articles of Merger for 203 West 14th Street, Corp. and 203 West 14th Street, L.L.C. into 203 West 14th Street, L.L.C.;
2. Articles of Merger for 213 West 16th Street, Corp. and 213 West 16th Street, L.L.C. into 213 West 16th Street, L.L.C.; and

Also enclosed is a check for \$112.50 for the additional amounts needed to file the two mergers and to obtain certified copies.

Please contact me if further information or documentation is necessary for the applications. Please send the receipts for filing and certified copies to me and I will deliver them to my client.

Sincerely,



John C. Bovay

JCB:jc
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 13, 2005

JOHN C. BOVAY, P.A.
901 N.W. 57TH STREET
GAINESVILLE, FL 32605

SUBJECT: 203 WEST 14TH STREET LIMITED LIABILITY COMPANY
Ref. Number: L05000042403

We have received your document for 203 WEST 14TH STREET LIMITED LIABILITY COMPANY and your check(s) totaling \$33.75. However, the document has not been filed and is being retained in this office for the following:

The Fee to file this merger is a total of \$90.00. We need an additional \$56.25.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 205A00034650

Articles of Merger
of
203 West 14th Street Corp.,
a New York Corporation
with
203 West 14th Street, L.L.C. LOS-42403
a Florida Limited Liability Company

ARTICLES OF MERGER between 203 West 14th Street Corp., a New York Corporation, and 203 West 14th Street, L.L.C., a Florida Limited Liability Company:

Pursuant to the provisions of §608.4382 of the Florida Statutes, the undersigned New York Corporation and the undersigned Florida Limited Liability Company have adopted the following Articles of Merger for the purposes of merging the New York Corporation into the Florida Limited Liability Company:

1. The laws of the State of Florida under which the Limited Liability Company is organized and the laws of the State of New York under which the Corporation is organized permit such merger;
2. The name of the surviving entity is 203 West 14th Street, L.L.C., and is to be governed by the laws of the State of Florida;
3. The attached Plan of Merger was unanimously approved by the directors of the undersigned New York Corporation on April 27, 2005, in the manner prescribed by the State of New York, and was unanimously approved by the undersigned Florida Limited Liability Company in the manner prescribed by §608.4381 of the Florida Statutes;
4. Under the Plan of Merger, each one of all the issued and outstanding shares of 203 West 14th Street Corp. shall be exchanged for one membership interest in the surviving entity, 203 West 14th Street, L.L.C. (the "Merger");
5. The date and time of effectiveness of the Merger shall be on the filing of these Articles of Merger with the Department of State of Florida.

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IN WITNESS WHEREOF, the parties have signed these Articles of Merger on
April 27, 2005.

Beatrice B. Weintraub

Beatrice B. Weintraub, President
203 West 14th Street Corp., a
New York Corporation

Beatrice B. Weintraub

Beatrice B. Weintraub, Managing
Member, 203 West 14th Street,
L.L.C., a Florida Limited Liability
Company

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PLAN OF MERGER

Merger between 203 West 14th Street, L.L.C., a Florida Limited Liability Company, (the "Surviving Entity") and 203 West 14th Street Corp., a New York Corporation (the "Disappearing Corporation") (collectively, the "Constituent Entities"), is being effected under this Plan of Merger (the "Plan") in accordance with Chapters 608 of the Florida Statutes and Article 9 of Chapter 4 of the New York Consolidated Laws.

1. Articles of Organization. The Articles of Organization of the Surviving Entity, as filed with the Florida Department of State on April 18, 2005, and effective on April 14, 2005, shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the effective Date until further amended as permitted by law.
2. Distribution to Shareholders of Disappearing Corporation and to Members of Surviving Entity. All of the issued and outstanding shares of Disappearing Corporation's stock consist of voting, common stock of one class and one series. All of the issued and outstanding membership units of Surviving Entity consist of one class of voting units. On the effective Date, each share of Disappearing Corporation's stock that is issued and outstanding shall, without more, be converted and exchanged for one membership unit in the Surviving Entity in accordance with this plan. Each membership unit of Surviving Entity that is issued and outstanding on the Effective Date shall continue as outstanding units of Surviving Entity membership units. No other consideration will be given by either the Disappearing Corporation or the Surviving Entity.
3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All membership units into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable under this Plan shall have been deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Entity shall be fully-vested in Disappearing Corporation's rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Florida Statutes.
5. Supplemental Action. If at any time after the Effective Date Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Surviving Entity or officers of Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest,

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perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Disappearing Corporation shall cause its officers and Surviving Entity shall cause its members to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed to be incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §608.4382 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing.
7. Filing with the New York Department of State and New York County Clerk of the Court. Disappearing Corporation shall cause its officers and Surviving Entity shall cause its members to execute a Certificate of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate. Thereafter, such Certificate shall be delivered to the New York Department of State. Upon receipt of a certified copy of such Certificate, such certified copy shall be delivered to the New York County Clerk of the Court.
8. Application of Authority for Surviving Entity to Do Business in the State of New York. Surviving Entity shall cause its members to execute an Application of Authority and to cause such Application of Authority to be delivered to the New York Department of State for filing.
9. Name and Address of Managing Member of Surviving Entity. The name and address of the Managing Member of the Surviving Entity is Beatrice B. Weintraub, 1338 100th Terrace, Gainesville, Florida 32606.
10. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Entities which is, or the shareholders of which are, or the members of which are, entitled to the benefit thereof by action taken by the Board of Directors or by the members, or may be amended or modified in whole or in part at any time before the vote of the shareholders of or the members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily the same person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Statutes.
11. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of Disappearing Corporation and the members of the Surviving

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Entity, notwithstanding favorable action by the shareholders of the
Disappearing Corporation or the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have signed this Plan of Merger on April
27, 2005.



Beatrice B. Weintraub, President
203 West 14th Street Corp.
a New York Corporation



Beatrice B. Weintraub, Managing
Member, 203 West 14th Street,
L.L.C., a Florida Limited Liability
Company

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