

819 177

LAW OFFICES OF
JAMES M. BRICKLEY

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4901 34TH STREET SOUTH

ST. PETERSBURG, FLORIDA 33711

JAMES M. BRICKLEY
RICHARD A. STOFFELS
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TELEPHONE: (727) 867-2177
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April 30, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

Re: SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.

Dear Sirs:

Enclosed herein please find a check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Merger and Plan of Merger for the above-referenced Florida corporation. \$35.00 for SMORGASBORD MANAGEMENT CO. and \$35.00 for SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC. \$52.50 is also enclosed so that you may return one certified copy of the filed document to this office.

Your prompt attention to this matter is greatly appreciated. If you should have any questions regarding the enclosures, please do not hesitate to contact this office.

Sincerely yours,

LAW OFFICES OF JAMES M. BRICKLEY

BY:


JAMES M. BRICKLEY

JMB/mc
Enclosures

FILED
99 JUN -1 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

TUE JUN 1 1999

LAW OFFICES OF
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JAMES M. BRICKLEY
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May 25, 1999

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.
Ref. Number - 422731


Dear Ms. Lewis:

In accordance with your letter dated May 12, 1999 (Letter Number 199A00026119), enclosed herein please find corrected Articles of Merger and Plan of Merger for the above-referenced Florida corporation and a copy of the above-mentioned letter. A check in the amount of \$122.50 was sent on April 8, 1999 to cover the cost of filing - \$35.00 for SMORGASBORD MANAGEMENT CO., \$35.00 for SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC. and \$52.50 for the return of one certified copy of the filed document to this office.

Your prompt attention to this matter is greatly appreciated. If you should have any questions regarding the enclosures, please do not hesitate to contact this office.

Sincerely yours,

LAW OFFICES OF JAMES M. BRICKLEY

BY: 
JAMES M. BRICKLEY

JMB/mc
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

JAMES M. BRICKELY, ESQ.
MARINA VILLAGE
4901 34TH STREET SOUTH
ST. PETERSBURG, FL 33711

SUBJECT: SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.
Ref. Number: 422731

We have received your document for SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted is on an incorrect form. Mergers between domestic and foreign corporations are consummated solely accordance with section 607.1107, Florida Statutes, which in turn refers to section 607.1105, Florida Statutes. Enclosed is the correct form.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 199A00026119

ARTICLES OF MERGER
Merger Sheet

MERGING:

SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC., a Florida
corporation, 422731

INTO

SMORGASBORD MANAGEMENT CO., a Delaware corporation, 819177

File date: June 1, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporation)

FILED
99 JUN -1 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>SMORGASBORD MANAGEMENT CO.</u>	<u>Delaware</u>

SECOND: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.</u>	<u>Florida</u>

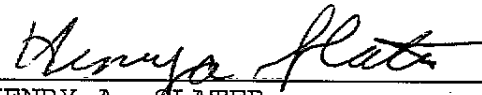
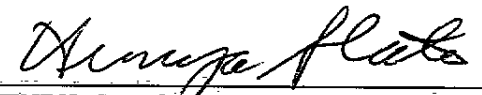
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on February 22, 1999, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on February 22, 1999, and shareholder approval was not required.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature and Title</u>
<u>SMORGASBORD MANAGEMENT CO.</u>	 HENRY A. SLATER Secretary/Treasurer
<u>SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.</u>	 HENRY A. SLATER Secretary/Treasurer

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>SMORGASBORD MANAGEMENT CO.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.</u>	<u>Florida</u>

The terms and conditions of the merger are as follows:

SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC., a Florida Corporation, is a wholly owned subsidiary of SMORGASBORD MANAGEMENT CO., a Delaware Corporation. Upon a resolution of SMORGASBORD MANAGEMENT CO. and SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC., the two companies agree to merge the two corporations into one entity.

The By-Laws of the surviving company, SMORGASBORD MANAGEMENT CO., as they exist on the effective date shall be the By-Laws of the surviving company following the effective date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

Since SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC. is wholly owned by SMORGASBORD MANAGEMENT CO. no provisions for converting interests, shares, obligations or other securities of the merging company are necessary.

All statements that are required by the laws of the jurisdiction under which each Non-Florida corporation that is a party to the merger is incorporated are as follows:

SMORGASBORD MANAGEMENT CO. agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of SWEDEN HOUSE PROPERTIES OF

BOCA RATON, INC. as well as for the enforcement of any obligation of the SMORGASBORD MANAGEMENT CO. arising from the merger.

Other provisions, if any, relating to the merger:

SWEDEN HOUSE PROPERTIES OF BOCA RATON, INC.'S sole asset is a piece of real property which will be deeded to SMORGASBORD MANAGEMENT CO.

SWEDEN HOUSE PROPERTIES OF
BOCA RATON, INC.

BY: 
HENRY A. SLATER, Secretary

(CORPORATE SEAL)