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David M. Raskin
Certified Public Accountant
440 South Federal Highway
Suite 103
Deerfield Beach, Florida 33441
(954) 421-5055 Fax (954) 426-4611

Brenda Tadlock
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fla 32314

David Raskin GAVE

AUTHORIZATION BY PHONE TO

CORRECT Entity names & jurisdictions

DATE 5/9/01 + Signature portion

DOG EXAM alt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 19 AM 7:45

Dear Mrs. Tadlock:

We have enclosed the forms required to execute a merger between the two limited partnerships which were originally created, JS & VS I and II, along with the required fee of \$155.00. ✓

As I told you on the phone, the Sirhal's wish to merge JS & VS I into JS & VS II, resulting in a surviving entity JS VS II. ✓

If you have any questions about what we have submitted or need any additional forms, please contact me at (954) 421-5055. Thank you for your assistance in this matter.

Sincerely,

David Raskin
David Raskin CPA

Name	
Availability	
Document Examiner	<u>alt</u>
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

Merger (no cash) 27/17
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***155.00 ***105.00

FF \$105.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JS & VS MANAGEMENT, LLC, A FLORIDA LLC, L99000009277

INTO

JS & VS MANAGEMENT II, LLC, a Florida entity, L00000005677.

File date: April 19, 2001

Corporate Specialist: Brenda Tadlock

Fax Transmission

No. of pages incl. this one:

To: Brenda Tadlock

Fax number: 850-410-1015 Voice:
cc:

From: David Raskin
Date: 4-19-01

If you do not receive all pages, please contact:

David Raskin CPA
440 S Federal Highway
Deerfield Beach, Fla
phone 954-421-5055/954-426-4611

*LLC'S FF \$50.00
LP'S FF \$105.00*

Subject: articles of merger

Special Instructions:

Brenda,

I would appreciate if you would call me regarding some forms i'm submitting to Dept of State for a client; i had spoke to you a few weeks ago, and I need to find out if any money is due on the entities which are merging. thank you.

David Raskin

David Raskin

JS Vs Limited II 65-1014081

JS VS Management II 65-1008038 are surviving entities.

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and 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:

Name and Street Address:

Jurisdiction

Entity Type

1. JS + VJ, Ltd.
1824 SOUTH OCEAN DRIVE
FORT LAUDERDALE, FLA. 33316

Florida

Limited PARTNERSHIP

Florida Document/Registration Number: A 99000002243

FEI Number: 65-0982813

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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

Name and Street Address

J.S. & V.S. II, Ltd.

Jurisdiction

Florida

Entity Type

Limited Partnership

1824 S Ocean Drive
Fort Lauderdale, FL 33316

Florida Document/Registration Number: A0000000844

FBI Number: 65-10142P1

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 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.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

JS & W, Ltd.

Joseph Daniel

Joseph H. SIRHAL for
J.S. & V.S. Management, LLC

JS + VS II, Ltd.

✓ J. J. R. R. R.

Joseph S. Sirhal for
J.S. & S. Management II, LLC

(Attach additional sheet(s) if necessary)

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 620.201, Florida Statutes.

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

Name

JS + VS, Ltd.

Jurisdiction

FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 19 AM 7:45

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

Name

JS + VS II, Ltd.

Jurisdiction

FLA.

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

ALL ASSETS OF JS + VS, Ltd. WERE MERGED
INTO JS + VS II, Ltd.

(Attach additional sheet(s) if necessary)

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:

All interests and shares of JS+VS Limited were merged into JS+VS II, Ltd.

- 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:

All rights and interests of JS+VS Ltd. merged into JS+VS II, Ltd.

(Attach additional sheet(s) if necessary)

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)

JS+VS. Management II LLC

If General Partner is a Non-Individual,

Florida Document/Registration Number

DOC # L00000005677

FEE # 65-1008038

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:

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:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)