

A00000001185

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

*Cross Entity
merger.*
205-0383

From:
Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

6

MERGER OR SHARE EXCHANGE

BOAT FAIR, INC.

Certificate of Status	0
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Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BOAT FAIR, INC. (P99000065567), A FLORIDA CORPORATION.

INTO

SYMPHONY TOWERS, LLLP, a Florida entity, A00000001185.

File date: September 13, 2002...

Corporate Specialist: Buck Kohr

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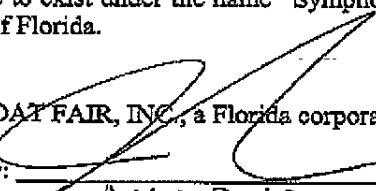
ARTICLES OF MERGER
OF
BOAT FAIR, INC.,
a Florida corporation
and
SYMPHONY TOWERS, LLLP,
a Florida limited liability limited partnership

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A00000001185

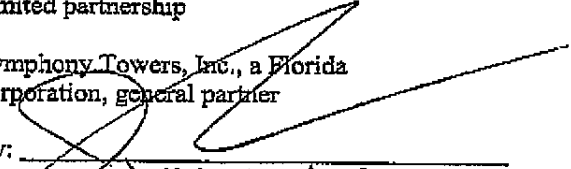
Pursuant to the provisions of the Florida Business Corporation Act and the Florida Revised Limited Partnership Act, governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are BOAT FAIR, INC. (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, the existence of which will cease, and SYMPHONY TOWERS, LLLP (the "Surviving Entity"), which is a limited liability limited partnership organized under the laws of the State of Florida, and which shall be the surviving entity.
2. The Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Department of State.
4. The Plan of Merger was approved and adopted by (i) the Board of Directors and Shareholders of the Disappearing Corporation, and (ii) the Surviving Entity, by written consents dated August 31, 2002.
5. The Surviving Entity will continue to exist under the name "Symphony Towers, LLLP" pursuant to the provisions of the laws of the State of Florida.

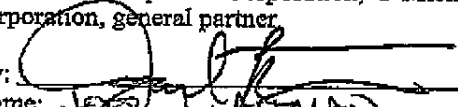
BOAT FAIR, INC., a Florida corporation

By: 
Name: John E. Ardo
Title: President

SYMPHONY TOWERS, LLLP, a Florida limited liability limited partnership

By: Symphony Towers, Inc., a Florida corporation, general partner
By: 
Name: John E. Ardo
Title: President

By: Altman Development Corporation, a Michigan corporation, general partner

By: 
Name: Joseph L. Altman
Title: Chairman / CEO

SEP 13 2002 10:21AM BROAD AND CASSEL

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
BOAT FAIR, INC.
a Florida corporation
and
SYMPHONY TOWERS, LLLP
a Florida limited liability limited partnership**

THIS AGREEMENT AND PLAN OF MERGER by and between **BOAT FAIR, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, and **SYMPHONY TOWERS, LLLP** (the "Surviving Entity"), which is a limited liability limited partnership organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporation and the partners of said partnership:

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability limited partnership duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors of the Disappearing Entity and the partners of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the shareholders and partners of both entities; and

WHEREAS, the Disappearing Entity and the partners of the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree to as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act and the Florida Revised Limited Partnership Act shall be duly executed by the appropriate officers of the Disappearing Entity and the general partners of the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "**SYMPHONY TOWERS, LLLP**" pursuant to the provisions of Florida law.

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4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. In consideration for the merger, the shareholders of the Disappearing Entity shall receive credit for a capital contribution to the Surviving Entity pursuant to the terms of the Surviving Entity's Agreement of Limited Partnership, as amended.

6. The Certificate of Limited Partnership of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

7. The Partnership Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law, except that simultaneously with the execution of this Agreement, the partners of the Surviving Entity are amending the terms of the Partnership Agreement of the Surviving Entity.

8. The general partners of the Surviving Entity upon the effective date of the merger shall continue to be the general partners of the Surviving Entity.

9. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Disappearing Entity and the general partners of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

11. This Agreement and Plan of Merger may be amended with the approval of the Board of Directors of the Disappearing Entity and of the general partners of the Surviving Entity at any time prior to the filing of Articles of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the stockholders of Disappearing Entity or the general partners of the Surviving Entity shall not (a) alter or change any term of the Certificate of Limited Partnership of the Surviving Entity or (b) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of partnership interests of the Surviving Entity or capital stock of the Disappearing Entity.

12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

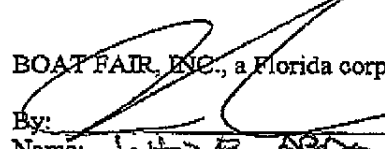
13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the date first above written.

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This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

BOAT FAIR, INC., a Florida corporation

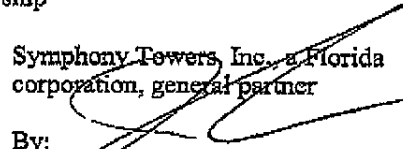
By: 
Name: John E. Addo
Title: _____

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STATE
TALLAHASSEE, FLORIDA

ADDRESS OF GENERAL PARTNER:
1350 NE 56th Street
Fort Lauderdale, FL 33334

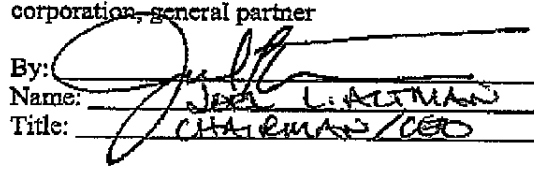
SYMPHONY TOWERS, LLLP, a Florida limited liability limited partnership

By: Symphony Towers, Inc., a Florida corporation, general partner

By: 
Name: John E. Addo
Title: _____

ADDRESS OF GENERAL PARTNER:
2201 Corporate Boulevard
Suite 200
Boca Raton, Florida 33431

By: Altman Development Corporation, a Michigan corporation, general partner

By: 
Name: Joel L. Altman
Title: CHAIRMAN/CEO