

Division of Corporations

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A03000000644

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ZANZURI HOLDINGS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	-896.25

\$140.00

5-29-03

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ARTICLES OF MERGER

The undersigned parties submit the following Articles of Merger (the "Articles") in accordance with Florida Statutes Section 620.203.

ARTICLE ONE
MERGING ENTITIES

The exact names, street address of its principal office, jurisdiction, and entity type for each merging entity are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Zanzuri Holdings, Ltd. 6840 SW 81st Terrace Miami, Florida 33143	Florida	Limited Partnership
Florida Document/Registration Number: A03000000644		FEI Number: N/A
2. Zanzuri Holdings, Inc. 6840 SW 81st Terrace Miami, Florida 33143	Florida	Corporation
Florida Document/Registration Number: P98000052108		FEI Number: 65084140

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ARTICLE TWO
SURVIVING ENTITY

The surviving entity shall be:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Zanzuri Holdings, Ltd. 6840 SW 81st Terrace Miami, Florida 33143	Florida	Limited Partnership
Florida Document/Registration Number: A03000000644		FEI Number: N/A

ARTICLE THREE
PLAN OF MERGER

The Plan of Merger, attached hereto as Exhibit "A" (the "Plan"), meets the requirements of Florida Statutes Section 620.201, and was approved by each party to the merger in accordance with Florida Statutes Chapters 607 and 620.

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ARTICLE FOUR
CONSENT OF GENERAL PARTNER

Pursuant to Florida Statutes Section 620.202(2), the surviving entity has obtained the written consent of the undersigned general partner to continue to act as general partner for the surviving entity, such consent to be reaffirmed by the signature of the general partner below.

ARTICLE FIVE
MERGER EFFECTIVENESS

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any limited partnership agreement, operating agreement, or bylaws.

ARTICLE SIX
EFFECTIVE DATE

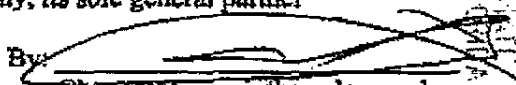
The merger shall become effective as set forth in the Plan.

ARTICLE SEVEN
COMPLIANCE WITH LAWS


The Articles comply and were executed in accordance with the laws of Florida.

ZANZURI HOLDINGS, LTD., a Florida limited liability partnership

By: ZANZURI, LLC, a Florida limited liability company, its sole general partner

By: 
Clement Zanzuri, the sole member

ZANZURI HOLDINGS, INC., a Florida corporation

By: 
Clement Zanzuri, President

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EXHIBIT A

PLAN OF MERGER

Zanzuri Holdings, Ltd., a Florida limited partnership (the "Partnership"), and Zanzuri Holdings, Inc., a Florida corporation (the "Corporation"), submit the following Plan of Merger (the "Plan"), adopted by the Corporation and the Partnership in accordance with Florida Statutes sections 607.1107 and 620.202, pursuant to Florida Statutes Section 620.201.

ARTICLE ONE
MERGING ENTITIES

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

<u>Name and Address</u>	<u>Jurisdiction</u>
Zanzuri Holdings, Ltd. 6840 SW 81st Terrace Miami, Florida 33143	Florida
Zanzuri Holdings, Inc. 6840 SW 81st Terrace Miami, Florida 33143	Florida

ARTICLE TWO
SURVIVING ENTITY

The exact name and jurisdiction of the surviving entity shall be:

<u>Name and Address</u>	<u>Jurisdiction</u>
Zanzuri Holdings, Ltd. 6840 SW 81st Terrace Miami, Florida 33143	Florida

ARTICLE THREE
TERMS

- Merger.** On the Effective Date (as defined in this Section 1), the Corporation shall be merged with and into the Partnership (the "Merger"). The Partnership shall be the entity surviving the Merger (hereinafter sometimes referred to as the "Surviving Partnership"), and the separate existence of the Corporation shall cease. The Merger shall become effective upon the filing of Articles of Merger with the Florida Secretary of State (the "Effective Date").
- Governing Documents.** The Certificate of Limited Partnership of the Partnership in effect immediately prior to the Effective Date shall constitute the Certificate of Limited

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Partnership of the Surviving Partnership. The Limited Partnership Agreement of the Partnership as in effect immediately prior to the Effective Date shall constitute the Limited Partnership Agreement of the Surviving Partnership without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. General Partner. The general partner of the Partnership immediately prior to the Effective Date shall continue to be the general partner of the Surviving Partnership.

4. Name. The name of the Surviving Partnership shall be Zanzuri Holdings, Ltd.

5. Succession. On the Effective Date, the separate existence of the Corporation shall cease, and the Surviving Partnership shall possess all the rights, privileges, and powers of the Corporation, and all property, real, personal, intangible and mixed, shall be vested in the Surviving Partnership. On the Effective Date, all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectively the property of the Surviving Partnership as the same were of the Corporation, and the title to any real estate vested by deed or otherwise shall not revert or be in any way impaired by reason of the Merger. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the Corporation which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Partnership and shall be as effective and binding thereon as the same were with respect to the Corporation.

6. Conversion of Partnership and Corporation Interests. On the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each partnership interest in the Partnership and all shares in the Corporation outstanding immediately prior to the Effective Date shall, by virtue of the Merger, be cancelled and of no further effect, and the owners of the partnership interests of the Surviving Partnership shall be as set forth on Schedule A attached hereto and made a part hereof, such Schedule A representing a fair conversion of the percentage ownership interest of the shareholders of the Corporation into percentage ownership of the Partnership.

7. Filing of Articles of Merger. Articles of Merger in compliance with the provisions of the Florida Revised Uniform Limited Partnership Act (the "Act") shall be delivered for filing to the Florida Department of State, and due compliance shall be effected with the Act.

ARTICLE FOUR
CONVERSION OF INTERESTS

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 provided in Article Three section 6 of this Plan.

B. There are no existing and vested rights to acquire interests, shares, obligations or other securities of the Corporation or the Partnership to be converted. The acquisition of interests, obligations or other securities of the Surviving Partnership shall be governed by the Governing Documents in Article Three section 2 of this Plan.

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ARTICLE FIVE
GENERAL PARTNER

The name and address of the sole general partner of the Surviving Partnership shall be as follows:

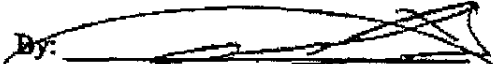
Zanzuri, LLC
6840 SW 81st Terrace
Miami, Florida 33143
Florida Document/Registration No.: L03000014632

ARTICLE SIX
EFFECTIVE DATE

The merger shall become effective as of the Effective Date as defined in Article Three section 1.

ZANZURI HOLDINGS, LTD., a Florida limited partnership

By: **ZANZURI, LLC**, a Florida limited liability company, its sole general partner

By: 
Clement Zanzuri, the sole member

ZANZURI HOLDINGS, INC., a Florida corporation

By: 
Clement Zanzuri, President

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SCHEDULE A

PARTNERSHIP INTERESTS

<u>Name</u>	<u>Percentage Interest</u>
Clement Zanzuri	25%
Jo-Ann Zanzuri	26%
Michelle Zanzuri	12%
Jordan Zanzuri	12%
Joseph Zanzuri	12%
Sarah Zanzuri	12%
Zanzuri, LLC	1%

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