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(Requestor's Name)

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(City/State/Zip/Phone #)

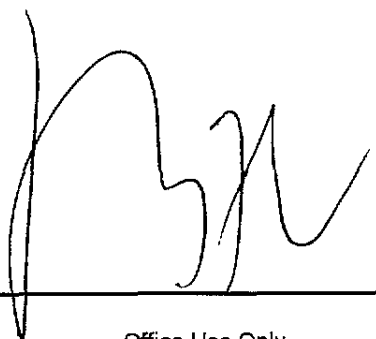
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 890557 11504A  
AUTHORIZATION : *Patricia Pizuto*  
COST LIMIT : \$ 210.00

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ORDER DATE : September 17, 2004  
ORDER TIME : 11:28 AM  
ORDER NO. : 890557-015  
CUSTOMER NO: 11504A

*file second*

CUSTOMER: Leonard Grand, Esq  
Grand & Grand, P.a. Venture  
Suite 450, Building I  
3440 Hollywood Boulevard  
Hollywood, FL 33021

ARTICLES OF MERGER

ABE GROUP ENTERPRISES LIMITED  
PARTNERSHIP

INTO

WE'RE ASSOCIATES VI LIMITED  
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Abe Group Enterprises Limited Partnership</u> <u>c/o Paul Gnat, CPA.</u> <u>7101 Wisconsin Avenue</u> <u>Bethesda, Maryland 20814</u>	<u>Maryland</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>A28863</u>		FEI Number: <u>52-1666119</u>
2. <u>We're Associates VI Limited Partnership</u> <u>c/o Mark S. Grand, Esq.</u> <u>3440 Hollywood Boulevard, Suite 450</u> <u>Hollywood, Florida 33021</u>	<u>Florida</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: _____		FEI Number: <u>52-1666119</u>
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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>We're Associates VI Limited Partnership</u> <u>C/O Mark S. Grand, Esq.</u> <u>3440 Hollywood Boulevard, Suite 450</u> <u>Hollywood, Florida 33021</u>	<u>Florida</u>	<u>Limited Partnership</u>

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 52-1666119

**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.

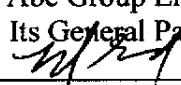
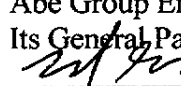
NINTH: The merger shall become effective as of: \_\_\_\_\_ 2004.

The date the Articles of Merger are filed with Florida Department of State

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.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Abe Group Enterprises Limited Partnership</u>	By: Abe Group Enterprises, Inc. Its General Partner By:  Leonard Grand, President	<u>Leonard Grand</u>
<u>We're Associates VI Limited Partnership</u>	By: Abe Group Enterprises, Inc. Its General Partner By:  Leonard Grand, President	<u>Leonard Grand</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

*(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:

<u>Name</u>	<u>Jurisdiction</u>
Abe Group Enterprises Limited Partnership	Maryland
We're Associates VI Limited Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
We're Associates VI Limited Partnership	Florida

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

The Surviving Party shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Merging Parties. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Merging Parties shall be vested in the Surviving Party without further act or deed. The title to or any interest in any real estate vested in any of the Merging Parties shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Merging Parties shall be vested in the Surviving Party without further act or deed. The Surviving Party shall be liable for all of the obligations of each of the Merging Parties existing as of the Effective Date.

*(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:

The interests held by each of the partners of the respective Merging Parties shall be automatically converted into capital and profits interests in the Surviving Party. Since such percentages held by the partners of both Merging Parties are identical, there is no change actually required to be made for this purpose by the Surviving Party.

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:

Not Applicable

*(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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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Abe Group Enterprises, Inc.  
C/O Leonard Grand, Esq.  
3440 Hollywood Boulevard – Suite 450  
Hollywood, Florida 33021

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Not Applicable

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:

None

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

None

Abe Group Enterprises Limited Partnership  
By Abe Group Enterprises, Inc.  
Its General Partner

By:   
LEONARD GRAND, PRESIDENT

We're Associates VI Limited Partnership  
By Abe Group Enterprises, Inc.  
Its General Partner

By:   
LEONARD GRAND, PRESIDENT

*(Attach additional sheet(s) if necessary)*