

A19547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

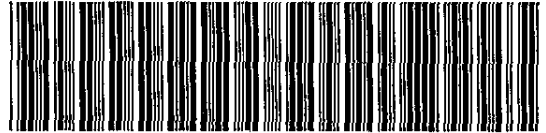
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

BK

Office Use Only



900046337249

U2/16/05--01032--023 **202.50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
05 FEB 16 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
05 FEB 15 PM 3:44

BK

CT CORPORATION

February 16, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

05 FEB 15 PM 3:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6302627 SO
Customer Reference 1: 86940/13
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Palm Springs Mile Associates, Ltd. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED
05 FEB 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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. MOTM Holding LLC c/o SL Florida LLC 295 Madison Avenue New York, NY 10017	Delaware	LLC
Florida Document/Registration Number:		FEI Number: 58-1609315
2. Mall on the Mile LLC c/o MOTM Holdings LLC, c/o Palm Springs Mile Assoc. 295 Madison Avenue New York, NY 10017	Delaware	LLC
Florida Document/Registration Number: MO2000002633		FEI Number: 58-1609315
3. AP II LLC c/o Allen Pilevsky 1282 Marginal Road Atlantic Beach, NY 11509	Delaware	LLC
Florida Document/Registration Number: MO2000002634		FEI Number: 106-42-6664
4. AP Florida LLC c/o Allen Pilevsky 1282 Marginal Road Atlantic Beach, NY 11509	Delaware	LLC
Florida Document/Registration Number: MO0000002420		FEI Number: 106-42-6664

(Attach additional sheet(s) if necessary)

CR2E080(9/02)

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. FP II LLC</u> <u>c/o Paula Pilevsky</u> <u>749 Wilson Court</u> <u>North Woodmere, NY 11581</u>	<u>Delaware</u>	<u>LLC</u>
Florida Document/Registration Number: <u>MO2000002632</u>		FEI Number: <u>090-42-2662</u>
<u>2. FP Florida LLC</u> <u>c/o Paula Pilevsky</u> <u>749 Wilson Court</u> <u>North Woodmere, NY 11581</u>	<u>Delaware</u>	<u>LLC</u>
Florida Document/Registration Number: <u>MO0000002421</u>		FEI Number: <u>090-42-2662</u>
<u>3.</u> _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
<u>4.</u> _____ _____ _____		
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>
Palm Springs Mile Associates Ltd. 295 Madison Avenue New York, NY 10017	Florida	Limited Partnership
Florida Document/Registration Number: A19547		FEI Number: 58-1609315

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



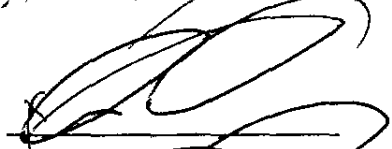

OR

(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.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
MOTM Holding LLC		by Palm Springs Mile Associates, Ltd., its manager by SL Florida LLC, its General Partner
_____		by Palm Mile NMM Corp, its manager by Philip Pilevsky, its President
Mall on the Mile LLC		by MOTM Holding LLC, its manager, by Palm Springs Mile Associates, Ltd., its manager, by SL Florida LLC, its general partner, by Palm Mile NMM Corp., its manager, by Philip Pilevsky, its President
_____		by Philip Pilevsky, Authorized Person
AP II LLC		
_____		by Philip Pilevsky, Authorized Person
AP Florida LLC		
_____		by Philip Pilevsky, Authorized Person
FP II LLC		
_____		by Philip Pilevsky, Authorized Person

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

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

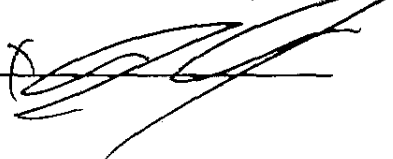
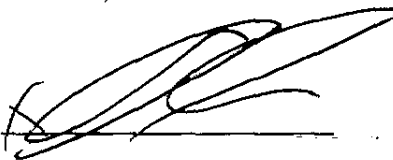
OR

(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.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
FP Florida LLC		by Philip Pilevsky, Authorized Person
Palm Springs Mile Associates, Ltd.		by SL Florida LLC, its General Partner by Palm Mile NMM, Corp., its manager by Philip Pilevsky, its President
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(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>
AP II LLC	Delaware
FP II LLC	Delaware
AP Florida LLC	Delaware
FP Florida LLC	Delaware
Mall on the Mile LLC	Delaware
MOTM Holding LLC	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Palm Springs Mile Associates, Ltd.	Florida

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

From and after the effective time of the merger, the surviving entity shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of each of the merging and surviving entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the merging and surviving entities, shall be taken and deemed to be transferred to and vested in the surviving entity without further act or deed; and the title to any real estate, or any interest therein, vested in any of the merging and surviving entities shall not revert or be in any way impaired by reason of the merger, provided, however, that the surviving entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the merging and surviving entities, and any claim existing or action or proceeding pending by or against either of the merging or surviving entities may be prosecuted to judgment as if the merger had not taken place, or the surviving entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the merging or surviving entities shall be impaired by the merger.

The surviving entity shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the merger provided for herein.

(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:

Allen Pilevsky shall convey his entire membership interest in each of AP II LLC and AP Florida, which amount represents the entire outstanding membership interest in each respective company, and Paula Pilevsky shall convey her entire membership interest in each of FP II LLC and FP Florida, which amount represents the entire outstanding membership interest in each respective company, in exchange for the limited partnership interests in the surviving entity set forth below. As Mall on the Mile LLC and MOTM Holding LLC are wholly-owned subsidiaries of the surviving entity, the limited liability company interests in such entities shall be extinguished with no interests in the surviving entity tendered for such interests.

Allen Pilevsky	5.1817%
Paula Pilevsky	2.0358%

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:

N/A. None are outstanding.

(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)

SL Florida LLC
c/o Philips International Realty Corp.
295 Madison Avenue
New York, New York 10017

If General Partner is a Non-Individual,

Florida Document/Registration Number

M00000000829

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:

N/A

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:

The surviving entity agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 295 Madison Avenue, 2nd Floor, New York, NY 10017.

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

None.

(Attach additional sheet(s) if necessary)