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NO. 182 P. 1/5

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**MERGER OR SHARE EXCHANGE**

**Davie Plaza Limited Partnership**

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**ARTICLES OF MERGER**

In accordance with Sections 607.1109 and 620.2108, Florida Statutes, these Articles of Merger are submitted to merge **THE PLAZA AT DAVIE, INC.**, a Florida corporation (the "Corporation"), and **DAVIE PLAZA LIMITED PARTNERSHIP, LTD.**, a Florida limited partnership ("Partnership").

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1. The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Sections 607.1108 and 620.2107, Florida Statutes, and was approved by each domestic corporation and each domestic limited partnership that is a party to the merger in accordance with all applicable provisions of Chapters 607 and 620, Florida Statutes.

2. The name of the Corporation, the merging entity, is **THE PLAZA AT DAVIE, INC.**

3. The Corporation is a corporation incorporated under the laws of the State of Florida.

4. The name of the Partnership, the surviving entity, is **DAVIE PLAZA LIMITED PARTNERSHIP.**

5. The Partnership's Certificate of Limited Partnership was filed in Florida on November 6, 1990.

6. The effective date of the Merger shall be the date these Articles of Merger are filed with the Florida Department of State.

Signed this 28th day of March, 2007.

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**MERGING ENTITY:**

**THE PLAZA AT DAVIE, INC.**,  
a Florida corporation

By: \_\_\_\_\_

Gregory V. Combs  
President

**SURVIVING ENTITY:**

**DAVIE PLAZA LIMITED PARTNERSHIP,**  
a Florida limited partnership

By: Konover Mobile, Inc.,  
as General Partner

By: \_\_\_\_\_

Gregory V. Combs  
President

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**AGREEMENT AND PLAN OF MERGER  
OF THE PLAZA AT DAVIE, INC.  
WITH AND INTO DAVIE PLAZA LIMITED PARTNERSHIP**

This Agreement and Plan of Merger (this "Plan of Merger") of The Plaza at Davie, Inc. (the "Corporation") with and into Davie Plaza Limited Partnership (the "Partnership") is entered into this 28th day of March, 2007, by and among the undersigned, who, intending legally to be bound, hereby agree as follows:

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Plaza at Davie, Inc.	Florida	(Profit) Corporation
Davie Plaza Limited Partnership	Florida	Limited Partnership

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Davie Plaza Limited Partnership	Florida	Limited Partnership

**THIRD:** The terms and conditions of the merger (the "Merger") are as follows:

A. The Merger shall become effective (the "Effective Time") upon the filing of the Articles of Merger (the "Articles") with the Florida Department of State.

B. It is intended, upon the Effective Time of the Merger of the Corporation with and into the Partnership, that the following shall occur:

- (i) all property, real and personal, tangible and intangible, of the Corporation shall be vested in the Partnership;
- (ii) all debts, obligations, liabilities and penalties of the Corporation shall be and continue as debts, obligations, liabilities and penalties of the Partnership; and
- (iii) any action, suit or proceeding, civil or criminal, now or then pending by or against the Corporation, or against any person in such person's capacity as a shareholder, officer or director of the Corporation, shall be continued as if the merger had not occurred.

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**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 is as follows:

(i) Upon the Merger, all outstanding shares of stock of the Corporation (the "Shares") shall be extinguished in their entirety.

(ii) The Shares shall not be converted into interests in the Partnership, and rather, the sole consideration that the Corporation's sole shareholder (the "Shareholder") shall receive in the Merger is, and shall be, the Partnership's agreement to be vested in the Corporation's assets and liabilities pursuant to paragraph B(ii) of Article THIRD hereof.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities ("Option Rights") of each merged party into Option Rights of the survivor, in whole or in part, into cash or other property is as follows:

As of the Effective Time the Corporation has no outstanding Option Rights, and the Partnership shall issue no Option Rights in the Merger.

**FIFTH:** The name and business address of each general partner of the Partnership, the surviving entity, are as follows:

Konover Mobile, Inc.  
7000 West Palmetto Park Road, Suite 203  
Boca Raton, FL 33433

**SIXTH:** Other provisions relating to the Merger are as follows:

A. At the Effective Time, any and all agreements and contracts between the Partnership and the Corporation shall be cancelled and extinguished in their entirety, including without limitation a certain Nominee Agreement referenced in the Nominee Declaration entered into on May 15, 1991 and filed on Page 91203673 of the official land records of Broward County, Florida.

B. At the Effective Time, the Partnership's Certificate of Limited Partnership and Limited Partnership Agreement (together, the "Organizational Documents") shall remain in full force and effect, and nothing in this Plan of Merger or the Articles shall be deemed to be an amendment or modification of any of the provisions of the Organizational Documents.

C. Konover Mobile, Inc., the Partnership's general partner, or its authorized designee, is authorized and directed to make such filings, pay such fees, execute and deliver such deeds, instruments of conveyance, registrations, applications, certificates and other documents, and to take such other and further action, whether similar or dissimilar to the foregoing, as it deems necessary or advisable to accomplish the purpose of the foregoing.

D. This Plan of Merger may be executed non-simultaneously in two or more counterparts, each of which shall be deemed an original and all of which, when taken together, constitute one and the same document. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

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**IN WITNESS WHEREOF** the undersigned hereby execute the foregoing Plan of Merger as of the day and year set forth above.

**THE PARTNERSHIP:**

**DAVIE PLAZA LIMITED PARTNERSHIP**

By: Konover Mobile, Inc.

Its General Partner

By:   
Gregory V. Combs, President

**THE CORPORATION:**

**THE PLAZA AT DAVIE, INC.**

By:   
Gregory V. Combs, President

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