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A95000001012

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

GREEN DIVERSIFIED, LTD.

Certificate of Status	1
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**ARTICLES OF MERGER
BETWEEN
NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9,
PARTNERSHIP
AND
GREEN DIVERSIFIED, LTD.**

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Pursuant to Section 620.203 of the Florida Revised Uniform Partnership Act, NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9, PARTNERSHIP, a Florida general partnership (the "Merged Entity") and GREEN DIVERSIFIED, LTD., a Florida limited partnership (the "Surviving Entity"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merged Entity into the Surviving Entity, which will be the surviving partnership (the "Merger").

ARTICLE I

A copy of the Plan of Merger is attached.

ARTICLE II

The Plan of Merger was adopted by unanimous written consent of all of the general and limited partners of the Surviving Entity on August 7, 2000 and by unanimous written consent of all of the general partners of the Merged Entity on August 7, 2000, in accordance with Sections 620.8905 and 620.202 of the Florida Statutes, as applicable.

ARTICLE III

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of the State of Florida.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 7th day of August, 2000.

GREEN DIVERSIFIED, LTD., a
Florida limited partnership,

BY: Herschel V. Green
Herschel V. Green,
General Partner

BY: Nancy F. Green
Nancy F. Green,
General Partner

BY: Nancy F. Green
Nancy F. Green, as Trustee of the
HVG Family Trust II,
Limited Partner

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TALLAHASSEE, FLORIDA

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NANCY GREEN, ET AL, DADELAND WEST
OFFICE PARK, #9, PARTNERSHIP
a Florida General Partnership

BY: Green Diversified, Ltd., a
Florida Limited Partnership,
General Partner

BY: Herschel V. Green
Herschel V. Green,
General Partner

BY: Nancy Green
Nancy Green, General Partner

BY: George R. Brown, Jr.
George R. Brown, Jr.,
General Partner

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PLAN OF MERGER

OF

**NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9,
PARTNERSHIP**

WITH AND INTO

GREEN DIVERSIFIED, LTD.

NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9, PARTNERSHIP, a Florida general partnership (the "Merged Entity") and GREEN DIVERSIFIED, LTD., a Florida limited partnership (the "Surviving Entity"), hereby adopt the following Plan of Merger pursuant to Sections 620.8905 and 620.201 of the Florida Statutes:

FIRST: The name and state of organization of the Merged Entity are as follows:

NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9, PARTNERSHIP, a general partnership organized under the laws of the State of Florida.

SECOND: The name, state of organization and street address of the chief executive office of the Surviving Entity are as follows:

Name: GREEN DIVERSIFIED, LTD.
Address: 7700 Kendall Drive
Suite 200
Miami, Florida 33156
State of Organization: Florida

THIRD: The Surviving Entity is a limited partnership and the status of its partners immediately following the merger will be as follows:

Herschel V. Green and Nancy Green, General Partner
as tenants by the entirety

The HVG Family Trust II Limited Partner

George R. Brown, Jr. Limited Partner

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FOURTH: The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of the Merged Entity shall cease and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises and all the property, tangible and intangible, of the Merged Entity without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all obligations of the Merged Entity, and neither the rights of the creditors nor any liens on the property of Merged Entity shall be impaired by the merger.

FIFTH: The manner and basis of converting the interests of each partner of the Merged Entity into interests or obligations of the Surviving Entity shall be as follows:

On the effective date of the merger:

(i) The rights of each partner in the Surviving Entity, immediately prior to the effectiveness of the merger, shall remain unchanged, except that the percentage interests of each partner shall be as set forth below:

<u>Name of Partner</u>	<u>Class of Partner</u>	<u>Interest in Profits & Losses</u>
Herschel V. Green and Nancy Green, as tenants by the entirety	General Partner	1%
The HVG Family Trust II	Limited Partner	98%
George R. Brown, Jr.	Limited Partner	1%

(ii) The interests of the Surviving Entity, as a general partner of the Merged Entity, immediately prior to the effectiveness of the merger, shall be cancelled and the interests of George R. Brown, Jr., the other general partner of the Merged Entity immediately prior to the merger, shall be converted into a 1% limited partnership interest of the Surviving Entity.

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SIXTH: The names and business address of the general partners of the Surviving Entity are as follows:

Herschel V. Green and Nancy Green,
as tenants by the entirety
7700 Kendall Drive
Suite 200
Miami, Florida 33156

SEVENTH: All of the provisions of the Limited Partnership Agreement of the Surviving Entity dated as of June 17, 1997, as amended to date, shall remain in full force and effect.

EIGHTH: This Plan of Merger has been approved by all of the partners of the Merged Entity and by all of the general partners and limited partners of the Surviving Entity and each such partner has waived any notice of a meeting or action with respect to the approval of this Plan of Merger.

NINTH: The assets of the Merged Entity shall be recorded in the accounts of the Surviving Entity at their book value as of the effective date of the merger.

TENTH: The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Office of the Secretary of State of Florida.

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IN WITNESS WHEREOF, each of the parties have executed this Plan of Merger as of August 7, 2000.

GREEN DIVERSIFIED, LTD., a
Florida limited partnership,

BY: Herschel V. Green
Herschel V. Green,
General Partner

BY: Nancy F. Green
Nancy F. Green,
General Partner

BY: Nancy F. Green
Nancy F. Green, as Trustee of
HVG Family Trust II,
Limited Partner

NANCY GREEN, ET AL, DADELAND WEST
OFFICE PARK, #9, PARTNERSHIP,
a Florida General Partnership

BY: Green Diversified, Ltd., a
Florida Limited Partnership,
General Partner

BY: Herschel V. Green
Herschel V. Green,
General Partner

BY: Nancy Green
Nancy Green, General Partner

BY: George R. Brown, Jr.
George R. Brown, Jr.,
General Partner

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TALLAHASSEE FLORIDA

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CONSENT AND WAIVER OF NOTICE

The undersigned, being all of the general and limited partners of GREEN DIVERSIFIED, LTD., a Florida limited partnership, hereby waive notice of any meeting or action with respect to the approval of the foregoing Plan of Merger, pursuant to Section 620.202(3) of the Florida Revised Uniform Partnership Act and hereby approve and adopt the foregoing Plan of Merger. By executing this Consent and Waiver, Herschel V. Green and Nancy F. Green hereby consent and agree to act as general partners of GREEN DIVERSIFIED, LTD., as the surviving partnership of the merger described in the foregoing Plan of Merger.

Herschel V. Green
Herschel V. Green,
General Partner

Nancy F. Green
Nancy F. Green,
General Partner

Nancy F. Green
Nancy F. Green, as Trustee of the
HVG Family Trust II,
Limited Partner

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FROM

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CONSENT AND WAIVER OF NOTICE

The undersigned, being all of the general partners of NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9, PARTNERSHIP, a Florida general partnership, hereby waive notice of any meeting or action with respect to the approval of the foregoing Plan of Merger, pursuant to Section 620.8905 of the Florida Uniform Partnership Act and hereby approve and adopt the foregoing Plan of Merger.

General Partners:

Green Diversified, Ltd., a
Florida Limited Partnership,

BY: Herschel V. Green
Herschel V. Green,
General Partner

BY: Nancy Green
Nancy Green,
General Partner

George R. Brown, Jr.
George R. Brown, Jr.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NANCY GREEN, ET AL, DADELAND WEST OFFICE PARK, #9,
PARTNERSHIP a Florida entity, G95120000088

INTO

GREEN DIVERSIFIED, LTD., a Florida entity, A95000001012

File date: August 11, 2000

Corporate Specialist: Tammi Cline

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TALLAHASSEE, FLORIDA