



THE UNITED STATES
CORPORATION
COMPANY

A9500001541

Patricia Pigut

ACCOUNT NO. : 072100000032

REFERENCE : 406623 81686A

Patricia Pigut

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 227.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : May 28, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 406623-015

CUSTOMER NO: 81686A

000002200250--5

CUSTOMER: Ann Abascal, Legal Assistant
Keith Mack Lewis Cohen &
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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ARTICLES OF MERGER

GP9700000308--4

4305 NW 97TH STREET, LTD.
4315 NW 97TH, LTD.
8012 NORTHWEST 154TH STREET, L

INTO

CLEAN-MASTER, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa
EXAMINER'S

Name	ALG
Availability	ALG
Document Examiner	ALG
Updater	ALG
Updater Verifier	ALG
Acknowledger	ALG
W. P. V.	ALG

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STATEMENT OF MERGER
of
CLEAN-MASTER, LTD.,
a Florida limited partnership

PURSUANT TO Florida Statute 620.8907, Clean-Master, Ltd. files the following statement to evidence a merger:

1. The following Florida limited partnerships:

4305 Northwest 97th Street, Ltd.;
4315 Northwest 97th, Ltd.;
8012 Northwest 154th Street, Ltd.;
5915 West 25th Court, Ltd.;
Clean-Master of Miami Gardens, Ltd.;
Clean-Master of Cypress Creek, Ltd.; and

Clean-Master Partners, a Florida general partnership,

have merged into Clean-Master, Ltd., a Florida limited partnership, which is the surviving entity.

2. The name of each entity that is a party to the merger, as identified in the records of the Department of State, is as set forth in Paragraph 1 above. The surviving entity, Clean-Master, Ltd., has a street address of 4305 Northwest 97th Street, Miami, Florida, which is its chief executive office in this State. Clean-Master, Ltd. is a Florida limited partnership.

3. The General Partners of the merging limited partnerships, each of which was formerly a separate Florida corporation, have, simultaneously with this merger, also has been merged into a single corporate entity known as Clean-Master, Inc., which is the surviving corporate entity and is the General Partner of the surviving limited partnership.

4. The latest date upon which the limited partnership is to dissolve will be December 31, 2030.

5. The name of the registered agent for the service of process on the partnership is Jose Salazar.

6. The address of the registered agent for service of process will be 4305 Northwest 97th Street, Miami, Florida.

7. The total amount of capital which the general partnership and limited partners must contribute will be the sum total of the capital contributions as set forth in the Certificates heretofore filed in connection with the organization of the merging general and limited partnerships and the surviving limited partnership.

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IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 10th day of June, 1997.

CLEAN-MASTER, LTD., a Florida limited partnership

By: CLEAN-MASTER, INC., a Florida corporation, its General Partner

By: [Signature]
Jose Salazar, President

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was sworn to and acknowledged before me this 10th day of June, 1997, by JOSE SALAZAR, as President of Clean-Master, Inc., a Florida corporation, the General Partner of Clean-Master, Ltd., a Florida limited partnership, on behalf of the partnership. He is (check one) ✓ personally known to me or has produced as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:

(printed name of Notary)



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**PLAN OF MERGER
FOR LIMITED PARTNERSHIPS**

THIS PLAN OF MERGER is made as of this 10th day of June, 1997, by and among CLEAN-MASTER PARTNERS, a Florida general partnership ("Partner"), and 4305 NORTHWEST 97TH STREET LTD., 4315 NORTHWEST 97TH LTD., 8012 NW 154TH STREET LTD., 5915 WEST 25TH COURT LTD., CLEAN-MASTER OF MIAMI GARDENS, LTD. and CLEAN-MASTER OF CYPRESS CREEK, LTD., all Florida limited partnerships ("the "Merging Limited Partnerships"), and CLEAN-MASTER, LTD., a Florida limited partnership ("Clean-Master").

WITNESSETH:

WHEREAS, Clean-Master, Partner and the Merging Limited Partnerships propose to merge the general and limited partnerships with the understanding and intent that Clean-Master shall be the surviving limited partnership; and

WHEREAS, the parties wish, hereby, to set forth the terms and conditions of the proposed merger, the manner and basis of converting the interests of each of the partners, general partners and limited partners of the Merging Limited Partnerships into interests of Clean-Master and other provisions with respect to the proposed merger, as are hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged by each of the parties hereto, it is agreed as follows:

1. **Plan of Merger.** This Plan of Merger is intended to constitute a plan of merger pursuant to Florida Statutes Section 620.8905 with the purpose and intent that all of the parties hereto shall be merged into Clean-Master, and that Clean-Master shall be the surviving limited partnership following the merger.

2. **Terms of Merger.** The terms and conditions of the proposed merger shall be as follows:

A. Effective Date. The "Effective Date" of this Plan of Merger shall be January 1, 1997.

B. Conversion of Interests.

(i) The general partnership, Clean-Master Partners, is owned:

50% in 4305 Northwest 97th Street, Ltd.; and

50% in Clean-Master, Ltd.

- (ii) All limited partnership interests are owned:

Jose Salazar - 60%; and

Venture Opportunities Corp., in its capacity as agent for that certain group of investors holding interests in liens encumbering assets of Clean-Master, Ltd. - 40%.

- (iii) After the merger, all limited partnership interests in Clean-Master, the surviving Florida limited partnership, will be owned:

Jose Salazar - 70%; and

Venture Opportunities Corp., in its capacity as agent for that certain group of investors holding interests in liens encumbering assets of Clean-Master, Ltd. - 30%.

Each existing limited partnership now has a separate corporate general partner. All general partners are being merged simultaneously with this merger so that the surviving general partner will be Clean-Master, Inc., a Florida corporation. The general partner will own one percent (1%) of Clean-Master, Ltd., the surviving limited partnership. The merger will be deemed to be in effect as of January 1, 1997. The street address of the chief executive officer will be 4305 Northwest 97th Street, Miami, Florida.

The Plan of Merger will be submitted to all existing limited and general partners for approval. Prompt notice of this merger and a copy of this section shall be given to each partner.

3. **Approval by General and Limited Partners.** Promptly upon execution of this Plan of Merger by each of the parties, a resolution containing this Plan of Merger shall be submitted to each partnership and limited partnership for approval and such resolution must be adopted by each party affected hereby by written action in lieu of a formal meeting. Provided all companies approve this Plan of Merger, a Statement of Merger will be filed by all partnerships.

4. **Approval by Partners.** This Plan of Merger shall be considered adopted when approved by the Partners of the Merging Limited Partnerships and the general partnership, which approval may be indicated by written action in lieu of a formal meeting.

5. **Articles of Merger.** Upon receiving the approvals required by Sections 3 and 4 above, each party shall cause to be prepared Articles of Merger that contain:

- A. A copy or short description of this Plan of Merger; and

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B. A statement that this Plan of Merger has been approved by each general and limited partnership pursuant to the applicable statutes of the State of Florida. The Articles of Merger shall be signed on behalf of each of the general and limited partnerships and shall be promptly filed with the office of the Florida Secretary of State.

6. **Effect of the Merger.** Upon the Effective Date of this Merger, by virtue of the Merger, the following shall occur:

A. The constituent partnerships shall become merged into Clean-Master as a sole surviving limited partnership;

B. The separate existence of all partnerships shall cease;

C. Clean-Master shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature, of each of the constituent partnerships. All property, real, personal and mixed, tangible or intangible, including all trademarks registered to any Merging Limited Partnership or general partnership and all debts due on any account, and together with all choses in action, and every other interest of or belonging to or due to each of the constituent partnerships and limited partnerships shall vest in Clean-Master without any further act or deed; and

D. Clean-Master shall be responsible and liable for all of the liabilities and obligations of each of the constituent limited partnerships and the general partnership.

7. **Clean-Master's Agreement.** Clean-Master agrees that it may be served with process in any proceeding for the enforcement of any obligation of any partnership and Merging Limited Partnership and in any proceeding for the enforcement of the rights of a dissenting partner of any Merging Limited Partnership or general partnership against Clean-Master.

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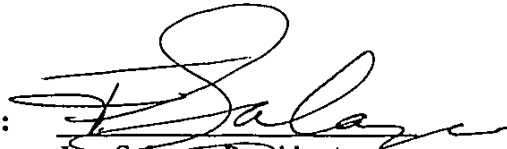
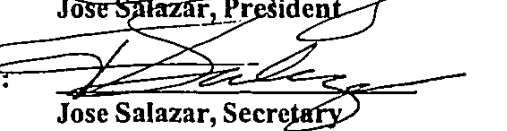
IN WITNESS WHEREOF, the General Partner of Clean-Master, and the existing General Partners of the Merging Limited Partnerships and the Partner of the partnership, have executed this Plan of Merger as of May 27, 1997.

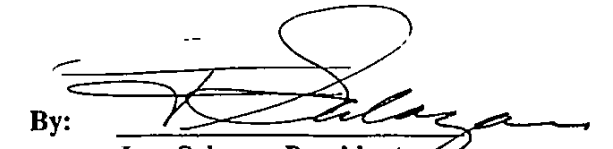
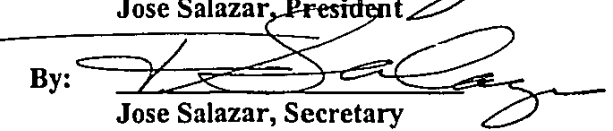
4305 NORTHWEST 97TH STREET, LTD.

CLEAN-MASTER, LTD.

By: 4305 NORTHWEST 97TH
STREET CORP.

By: CLEAN-MASTER, INC.

By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary


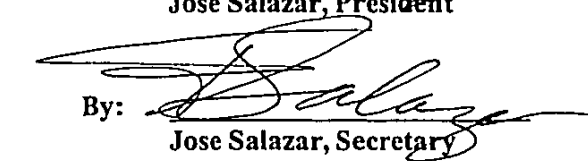
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Jose Salazar, President
By: 
Jose Salazar, Secretary

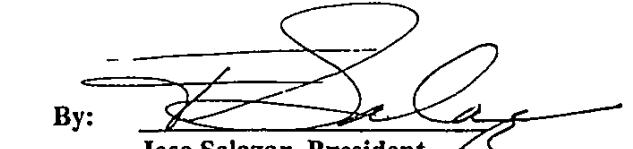
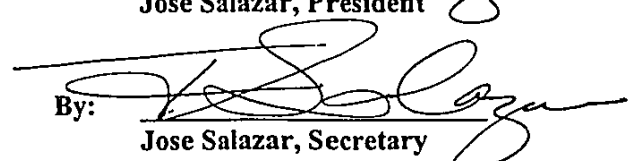
4315 NORTHWEST 97TH, LTD.

8012 NW 154TH STREET, LTD.

By: 4315 NORTHWEST 97TH CORP.

By: 8012 NW 154TH STREET CORP.

By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary

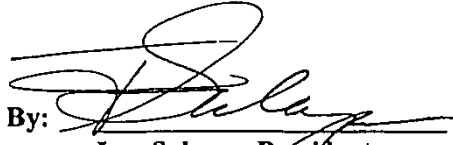
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Jose Salazar, President
By: 
Jose Salazar, Secretary

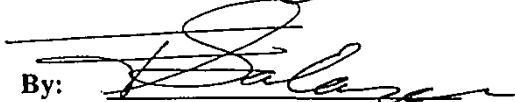
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5915 WEST 25TH COURT, LTD.

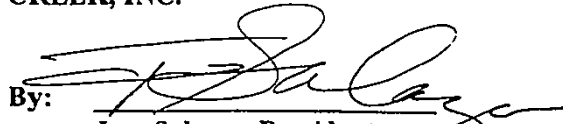
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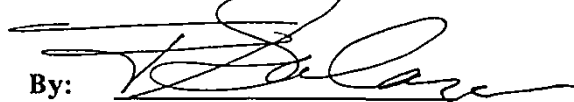
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Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER OF CYPRESS
CREEK, LTD.

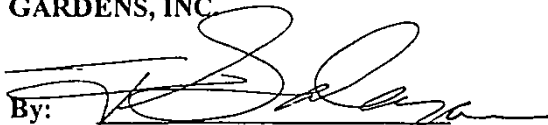
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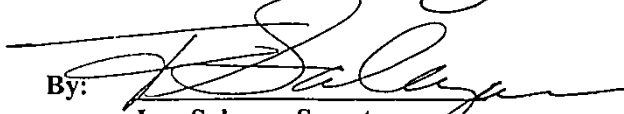
By: 
Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER OF MIAMI GARDENS,
LTD.

By: CLEAN-MASTER OF MIAMI
GARDENS, INC.


By: 
Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER PARTNERS

By: 4305 NORTHWEST 97TH STREET,
LTD.

By: 4305 NORTHWEST 97TH
STREET CORP.

By: 
Jose Salazar, President

By: CLEAN-MASTER, LTD.

By: CLEAN-MASTER, INC.

By: 
Jose Salazar, President

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