



A9600000224

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2002 JUN 26 PM 2:02

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000021
REFERENCE : 638005 9081A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : June 25, 2002

ORDER TIME : 10:41 AM

ORDER NO. : 638005-005

CUSTOMER NO: 9081A

CUSTOMER: Laura McClean, Esq
Maclean & Ema
2600 Ne 14th Street Causeway
Pompano Beach, FL 33062

700006046717--5
-06/26/02--01056--009
*****105.00 *****105.00

700006046717--5
-06/26/02--01056--010
*****2.50 *****2.50

ARTICLES OF MERGER

HERMAN FAMILY, LTD.

INTO

HH PARTNERS, LLC

RECEIVED
02 JUN 25 AM 11:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

W02-18554
J. BRYAN JUN 25 2002

J. BRYAN JUL - 5 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 26, 2002

CSC

SUBJECT: HH PARTNERS, LLC
Ref. Number: W02000018554

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Please accept our apology for failing to mention this in our previous letter.

The articles of merger must reflect that the surviving entity 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 202A00041052

RESUBMIT
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 25, 2002

CSC

SUBJECT: HH PARTNERS, LLC
Ref. Number: W02000018554

We have received your document for HH PARTNERS, LLC and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$2.50.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 802A00040824

SUBMIT
Please give original
date as file date.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 JUN 26 AM 10:27

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HERMAN FAMILY, LTD. A FLORIDA ENTITY, #A96000002241

INTO

HH PARTNERS, LLC a Nevada entity. entity not qualified in Florida

File date: June 26, 2002

Corporate Specialist: Joey Bryan

**ARTICLES OF MERGER OF
HERMAN FAMILY, LTD., a Florida Limited Partnership
INTO
HH PARTNERS, LLC, a Nevada Limited Liability Company**

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TALLAHASSEE, FLORIDA

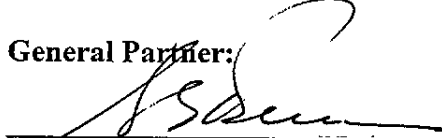
Pursuant to Florida Statutes Section 620.203 and Nevada Revised Statutes Chapter 92A, the limited partnership and limited liability company described herein, desiring to effect a merger, set forth the following facts:

- (A) The name of the limited liability company surviving the merger is HH PARTNERS, LLC, a Limited Liability Company, registered under the laws of the State of Nevada on May 8, 2002. # AG6 000002241
- (B) The name of the non-surviving limited partnership is HERMAN FAMILY, LTD., a Florida Limited Partnership, registered under the laws of the State of Florida on December 9, 1996.
- (C) The name of the surviving entity has not been changed as a result of the merger.
- (D) The Plan of Merger, containing the information required by Florida Statutes Section 620.202 and Nevada Revised Statutes Chapter 92A, and which has been adopted by the unanimous consent of the general and limited partners of Herman Family, Ltd. and the managing and non-managing members of HH Partners, LLC, is set forth in Exhibit A, which is attached hereto and made a part hereof.
- (E) The effective date of the merger shall be the date of filing of the Articles of Merger with the State of Florida.
- (F) The mailing and principal office address of the surviving entity, HH PARTNERS, LLC, is C/O Pat Boyle, 2390 High Terrace, Reno, Washoe County, Nevada 89509. Pat Boyle shall continue to serve as its agent for service of process under the laws of the State of Nevada.
- (G) The address of the non-surviving entity, HERMAN FAMILY, LTD., is C/O Laura G. MacLean, MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (G) There are no dissenting partners to the merger.

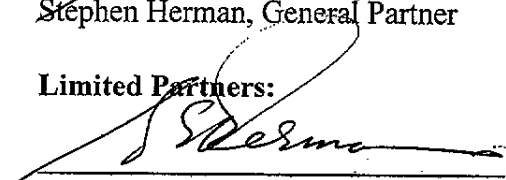
Dated this 7 day of June, 2002.

HERMAN FAMILY, LTD.,

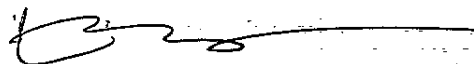
General Partner:


Stephen Herman, General Partner

Limited Partners:


Stephen Herman

(H) HH PARTNERS, LLC, the surviving entity appoints the Florida Secretary of State as 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.


Elizabeth Herman

Element Foundation, Inc., a NY
Non-Profit Corporation

By: 
Stephen Herman, President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

HH PARTNERS, LLC

Managing Member:

**THE STEPHEN E. HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


STEPHEN E. HERMAN, as Trustee

Non-Managing Members:

**THE STEPHEN E. HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


STEPHEN E. HERMAN, as Trustee

**THE ELIZABETH HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


ELIZABETH HERMAN, as Co-Trustee

**THE ELEMENT FOUNDATION, a NY
Non-profit Corporation**

By: 
Stephen Herman, President

PLAN OF MERGER OF
HERMAN FAMILY, LTD., a Florida Limited Partnership
INTO
HH PARTNERS, LLC, a Nevada Limited Liability Company

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2002 JUN 26 PM 2:03
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TALLAHASSEE, FLORIDA

Through the undersigned signatures of the all of the general and limited partners of Herman Family Ltd. and all of the managing and non-managing members of HH Partners, LLC and in accordance with Florida Statutes Section 620.201 and Nevada Revised Statutes Chapter 92A, the following plan of merger is unanimously adopted with full waiver of any notice required under Florida and Nevada law:

(A) The name of the non-surviving limited partnership is HERMAN FAMILY, LTD., a Florida Limited Partnership, whose mailing and business address is C/O Laura G. MacLean, MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Broward County, Florida 33062.

(B) The name of the surviving limited liability company into which the non-surviving limited partnership shall be merged is HH PARTNERS, LLC, a Nevada Limited Liability Company, whose mailing and principal office address is C/O Pat Boyle, 2390 High Terrace, Reno, Washoe County, Nevada 89509.

(C) The terms and conditions of the merger are as follows:

(1) Herman Family, Ltd. shall dissolve and terminate as of July 1, 2002.

(2) Herman Family, Ltd. shall pay all of its debts and expenses of the limited partnership and transfer all of its remaining property to HH Partners, LLC, on or before July 31, 2002. The amount of contributions to HH Partners, LLC, made by Herman Family, Ltd. which shall consist solely of securities and cash shall be valued as of the close of business on the date the transfer occurs based upon a valuation statement prepared by Charles Schwab, Inc. which shall also list individually the holdings assumed by the surviving entity.

(3) Stephen Herman, who serves as the general partner of Herman Family, Ltd., the non-surviving entity, shall transfer his 1% general partnership interest and underlying assets in the entity to HH Partners, LLC, the surviving entity, as his capital contribution to the surviving entity and shall cease to serve as general partner. The remaining partners of Herman Family, Ltd. shall also consent to the transfer of their respective ownership interests and underlying assets to HH Partners, LLC, the surviving entity. Upon completion of the transfers, Herman Family, Ltd., the non-surviving entity, shall cease to perform any further business, file all required final tax returns and file any other documentation required by the State of Florida to terminate the limited partnership.

(4) Upon completion of the transfers, the managing member of HH Partners, LLC, the surviving entity, shall assume full management and control of the transferred property of Herman Family, Ltd.

(D) The managing and non-managing member ownership interests in HH Partners, LLC, the surviving entity, are identical in substance (except that in some cases title is held in the owner's revocable trust agreements) to that of Herman Family, Ltd., the non-surviving entity. Thus, the interests of Herman Family, Ltd. shall be converted into the interests of HH Partners, LLC, on a pro-rata basis. The general partner of Herman Family, Ltd. shall cease to serve as general partner and Stephen E. Herman, as Trustee of the Stephen E. Herman Revocable Trust Agreement dated April 10, 2001, made by Stephen E. Herman and for the benefit of Stephen E. Herman, shall be the managing member and shall assume all rights and duties as managing member of the surviving entity.

(E) The name and business address of the managing member of HH Partners, LLC, the surviving entity is as follows:

Stephen Herman, as Trustee of the Stephen E. Herman
Revocable Trust dtd. 4/10/01
22 Wooster Street
New York, New York 10013-2227.

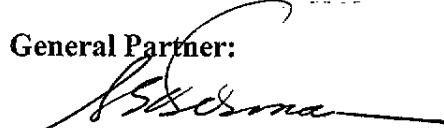
-(F) The merger shall be effective on the date of filing of the Articles of Merger with the State of Florida.

On Motion duly made, seconded, and unanimously agreed, the plan of merger is hereby adopted.

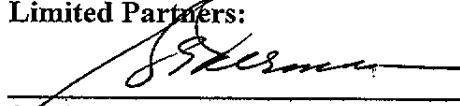
Dated this 7 day of June, 2002.


HERMAN FAMILY, LTD.

General Partner:


Stephen Herman, General Partner

Limited Partners:


Stephen Herman


Elizabeth Herman

Element Foundation, Inc., a NY
Non-Profit Corporation

By: 
Stephen Herman, President

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TALLAHASSEE, FLORIDA

HH PARTNERS, LLC

Managing Member:

**THE STEPHEN E. HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


STEPHEN E. HERMAN, as Trustee

Non-Managing Members:

**THE STEPHEN E. HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


STEPHEN E. HERMAN, as Trustee

**THE ELIZABETH HERMAN REVOCABLE
TRUST AGREEMENT DATED APRIL 10, 2001**


ELIZABETH HERMAN, as Co-Trustee

**THE ELEMENT FOUNDATION, a NY
Non-profit Corporation**

By: 
Stephen Herman, President

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