

A96000002507

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
LAZAR HOLDINGS NEVADA LIMITED PARTNERSHIP

Certificate of Status	0	
Certified Copy	1	
Page Count	03	
Estimated Charge	\$143.75	

157.00

5079-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE HERBERT AND MIRIAM LAZAR FAMILY PARTNERSHIP, LTD., A FLA.
LIMITED PARTNERSHIP A96000002507

INTO

LAZAR HOLDINGS NEVADA LIMITED PARTNERSHIP. entity not qualified in
Florida

File date: December 26, 2000

Corporate Specialist: Nanette Causseaux



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

ATLAS PEARLMAN, P.A.

SUBJECT: LAZAR HOLDINGS NEVADA LIMITED PARTNERSHIP
REF: W00000030037

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The total amount due is \$157.00.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

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) 487-6094.

Agnes Iunt
Document Specialist

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ARTICLES OF MERGER

The Herbert and Miriam Lazar Family Partnership, Ltd.
a Florida limited partnership

INTO

Lazar Holdings Nevada Limited Partnership
a Nevada limited partnership

- FIRST:** The name of the surviving entity is Lazar Holdings Nevada Limited Partnership, 100 West Liberty Street, 10th Floor, Reno, Nevada 89505, organized in the jurisdiction of Nevada, the laws of which permit this exchange. The name and place of organization of the entity being merged into the surviving entity is The Herbert and Miriam Lazar Family Partnership, Ltd., 5805 S. Bayberry Lane, Tamarac, FL 33319, organized in the jurisdiction of Florida and bearing Document Number A96000002507 and FEI #65-0720379.
- SECOND:** A plan of merger was adopted by each entity that is a party to this merger pursuant to Chapters 88 and 92A of the Nevada Revised Statutes and pursuant to Chapter 620 of the Florida Statutes.
- THIRD:** The plan of merger was entitled to be and was adopted by the General Partners and Limited Partners of both entities; by unanimous consent.
- FOURTH:** The manner and basis of converting interests, shares, obligations or other securities of the merged party into interests, shares, obligations or other securities of the surviving entity shall be a 1:1 exchange with each 1% interest of The Herbert and Miriam Lazar Family Partnership, Ltd. being converted to 1% interest of Lazar Holdings Nevada Limited Partnership.
- FIFTH:** The surviving entity has obtained the written consent of each partner that as a result of the merger is now a general partner of the surviving entity pursuant to the Nevada Revised Statutes and pursuant to Florida Statutes.

ELLIOT P. BORKSON, ESQ. FL BAR #154785
Atlas Pearlman, P.A.
350 East Las Olas Blvd., Suite 1700
Fort Lauderdale, Florida 33301
(954) 763-1200

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SIXTH: The number of votes or percentage of owner's interests cast for the plan by the owners of each class of interests of Lazar Holdings Nevada Limited Partnership, was sufficient for approval by the owners of that class.

SEVENTH: All of the limited partners of The Herbert and Miriam Lazar Family Partnership, Ltd., voted affirmatively for the Plan of Merger.

EIGHTH: The certificate of limited partnership of Lazar Holdings Nevada Limited Partnership is amended as provided by the plan of merger, as follows:

The amount of capital contributions of \$855,000 of the limited partners of The Herbert and Miriam Lazar Family Partnership, Ltd., upon merging with Lazar Holdings Nevada Limited Partnership shall become the capital contributions of limited partners of Lazar Holdings Nevada Limited Partnership.

The amount of the capital contributions of \$45,000 of the general partners of The Herbert and Miriam Lazar Family Partnership, Ltd. upon merging with Lazar Holdings Nevada Limited Partnership, shall become the capital contributions of the general partners of Lazar Holdings Nevada Limited Partnership.

NINTH: The complete executed plan of merger is on file at 100 West Liberty Street, 10th Floor, Reno, Nevada 89505 and a copy of the plan will be furnished by Lazar Holdings Nevada Limited Partnership, on request and without cost to any owner of any entity which is a party to this merger.

TENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the partnership agreement of either party to the merger.

ELEVENTH: 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 obligations or rights of any dissenting shareholders, partners, and each member of each domestic corporation, partnership, limited partnership or limited liability company that is party to the merger. The surviving entity further agrees to pay any dissenting partners, if any, that are party to this merger, the amount, if any, to which they are entitled under Florida Statutes.

TWELFTH: Lazar Holdings Nevada Limited Partnership designates the following address as the address to which the Florida Secretary of State is to mail any process served on him or her against the entity: 100 West Liberty Street, 10th Floor, Reno, Nevada 89505, Attention: David Garcia.

THIRTEENTH: This merger shall be effective upon filing with the Secretary of State of Nevada and the Secretary of State of Florida.

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Effective this 20th day of December, 2000.

Lazar Holdings Nevada Limited Partnership
a Nevada limited partnership

GENERAL PARTNER:

LAZAR MANAGEMENT NEVADA, LLC

By: *Herbert Lazar*
Herbert Lazar, Manager

By: *Miriam Lazar*
Miriam Lazar, Manager

The Herbert and Miriam Lazar Family Partnership, Ltd.
a Florida limited partnership

GENERAL PARTNER:

LAZAR MANAGEMENT NEVADA, LLC

By: *Herbert Lazar*
Herbert Lazar, Manager

By: *Miriam Lazar*
Miriam Lazar, Manager

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