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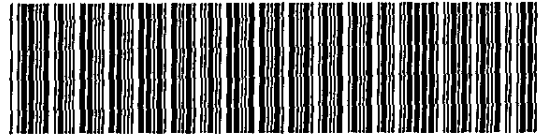
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EFFECTIVE DATE

5-1-05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Brumbley APR 29 2005



Maddin Hauser Wartell Roth & Heller PC
attorneys and counselors

RICHARD F. ROTH
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1000 Northwestern Highway Third Floor Southfield MI 48034-1839 (248) 354-4030 Fax (248) 354-1401

April 21, 2005

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**RE: Merger of A.L.D. & Associates Limited Partnership, a Florida limited partnership
into A.L.D. & Associates, L.L.C., a Michigan limited liability company
Our File No. 02344-0005**

Dear Sir/Madam:

We have completed and enclose for filing one (1) fully executed copy of the Florida form FL017, **Articles of Merger**, with attached Plan of Merger, in connection with the merger of A.L.D. & Associates Limited Partnership, a Florida limited partnership, being merged into A.L.D. & Associates, L.L.C., a Michigan limited liability company. Also enclosed are two (2) separate checks covering the filing fees for both a limited partnership (\$52.50) and a limited liability company (\$25.00), pursuant to my legal assistant's telephone conference with Gretchen this morning.


Since the entity is attempting to proceed with this matter prior to a May 1st deadline, please contact me **immediately** if there is any problem in connection with the expeditious filing of these Articles.

Nonetheless, we would be very appreciative if you would contact us at **(248) 827-1895** to confirm that you are able to file the enclosed Articles of Merger without any delay.

Of course, should you require any additional documentation or information, please contact us immediately.

Very truly yours,

MADDIN, HAUSER, WARTELL,
ROTH & HELLER, P.C.


Richard F. Roth

RFR/paa
535504

Enclosures

cc: Mr. Dennis B. Deutsch

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. A.L.D. & Associates Limited Partnership 20290 Fairway Oaks Drive, Apt 251 Boca Raton, FL 33434	Florida	Limited Partnership
Florida Document/Registration Number: A97000002208		FEI Number: 65-0781614
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

EFFECTIVE DATE

5-1-05

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
A.L.D. & Associates, L.L.C.	Michigan	limited liability company
2200 Colony Club Drive		
West Bloomfield, MI 48322		

Florida Document/Registration Number: _____ FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 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.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the 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 the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

May 1, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Signature(s) _____

Typed or Printed Name of Individual

Dennis B. Deutsch, General Partner
Robert J. Deutsch, General Partner
Morris H. Deutsch, General Partner

A.L.D. & Associates, L.L.C.

Dennis B. Deutsch, Manager
Robert J. Deutsch, Manager
Morris H. Deutsch, Manager

Wm. H. Oee

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
A.L.D. & Associates Limited Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
A.L.D. & Associates, L.L.C.	Michigan

THIRD: The terms and conditions of the merger are as follows:

See Attached Plan of Merger

(Attach additional sheet(s) if necessary)

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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 are as follows:

See Attached Plan of Merger

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Attached Plan of Merger

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Dennis B. Deutsch
2200 Colony Club Drive
West Bloomfield, MI 48322

Morris H. Deutsch
2728 McKinley Street, N.W.
Washington, D.C. 20015

Robert J. Deutsch
27 Windsor Road
Asheville, NC 28804

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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AGREEMENT OF STATUTORY MERGER
(Plan of Merger)

PARTIES:

THIS AGREEMENT OF STATUTORY MERGER (this "Agreement") is made and entered into this 14th day of April, 2005, but effective May 1, 2005 (the "Effective Date"), by and between A.L.D. & ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), and A.L.D. & ASSOCIATES, L.L.C., a Michigan limited liability company ("LLC"). Partnership and LLC being sometimes collectively referred to herein as the "Constituent Entities".

RECITALS:

The following is a recital of the facts and circumstances underlying this Agreement.

A. Partnership is a limited partnership duly organized and validly existing under the laws of the State of Florida, having been formed on October 13, 1997.

B. LLC is a limited liability company duly organized and validly existing under the laws of the State of Michigan, having been formed on February 24, 2005.

C. The partners of Partnership and members of LLC deem it desirable and in the best interests of their respective entities that Partnership be merged into LLC pursuant to the laws of the State of Michigan, MCLA 450.4705a, *et seq.*

CONSIDERATION AND AGREEMENT:

IN CONSIDERATION of the mutual covenants and benefits set forth herein, the sufficiency of which is hereby mutually acknowledged, Partnership and LLC hereby agree to a statutory merger as more particularly set forth hereinbelow.

1. Merger. By unanimous consent resolutions of all of the partners of Partnership and all of the members of LLC, and in accordance with the requirements of the laws of the State of Michigan, Partnership shall henceforth from the Effective Date be deemed to have merged with and into LLC, and LLC shall survive the merger and retain its name as provided in paragraph 2 hereof.

2. Name and Purposes of Surviving Entity. The name of the surviving entity shall be A.L.D. & Associates, L.L.C. (sometimes referred to herein as the "Surviving Entity") and the purpose or purposes for which the Surviving Entity is organized is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

3. Articles of Organization. As of the date hereof, the Articles of Organization of LLC shall be the Articles of Organization of the Surviving Entity until further amended as provided by law.

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FLORIDA
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4. Operating Agreement of Surviving Entity. As of the date hereof, the Operating Agreement of LLC governs the operations of the Surviving Entity until further amended as provided by law.

5. Designation of Managers. The following named persons are appointed as managers of LLC to serve until their respective successors are chosen and qualified:

Robert J. Deutsch
Dennis B. Deutsch
Morris H. Deutsch

6. Conversion of Partnership Interest on Merger. The manner and method of converting the partnership interest of the Partnership is by converting the general partnership interests and the limited partnership interests of Robert J. Deutsch, Dennis B. Deutsch and Morris H. Deutsch into Class A Membership Interests in the LLC and by converting the remaining limited partnership interests into Class B Membership Interests in the LLC, as set forth in the LLC's Operating Agreement. The Membership Interests shall be identical in all respects, except Class A Membership Interests shall be voting and Class B Membership Interests shall be non-voting, except as provided in the Operating Agreement of LLC.

7. Effect of Merger. As of the Effective Date, Partnership and LLC shall cease to exist separately and Partnership shall be merged with and into LLC in accordance with the provisions of this Agreement and the laws of the State of Michigan, MCLA 450.4705a, et seq. As provided therein, and as of the Effective Date, the Surviving Entity shall have all of the rights, privileges, immunities, and franchises, public or private, of each of the Constituent Entities, and all property, real, personal and mixed, and all accounts receivable on whatever account, including choses in action. Further, the Surviving Entity from the date hereof shall be and is responsible and liable for all liabilities and obligations of each of the Constituent Entity, and a claim existing or action or proceeding pending by or against a Constituent Entity may be prosecuted as if the merger had not taken place or the Surviving Entity may be substituted in its place. The rights of creditors and any lien upon the property of a Constituent Entity are not impaired by the merger hereof.

8. Further Instruments. From time to time, and as and when requested by the Surviving Entity or by its successors or assigns, Partnership shall execute and deliver, or cause to be executed and delivered, all such other instruments and conveyances, and shall take or cause to be taken such further or other actions as the Surviving Entity may deem necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the intents and purposes of this Agreement.

9. Registered Office and Resident Agent. The location of the registered office of the Surviving Entity shall be 2200 Colony Club Drive, West Bloomfield, Michigan 48322, and the resident agent shall be Dennis B. Deutsch.

10. Right of Amendment. The Surviving Entity shall have the right to amend, alter, change or repeal any provision set forth in its Articles of Organization, as from time to

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STATE OF FLORIDA

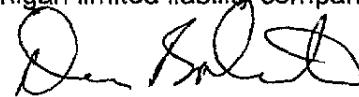
time amended, and any provisions set forth in this Agreement, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement of Statutory Merger on the date first above written.

A.L.D. & ASSOCIATES LIMITED
PARTNERSHIP, a Florida limited
partnership

By: 
Dennis B. Deutsch, General Partner

A.L.D. & ASSOCIATES, L.L.C.,
a Michigan limited liability company

By: 
Dennis B. Deutsch, Manager

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