

AUG-03-2000 THU 11:06 AM

FAX NO.

P. 01/05

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Biscayne Centre, Inc.

Certificate of Status	1
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merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BISCAYNE CENTRE, INC., a Florida corporation, L63571

INTO

BISCAYNE CENTRE ASSOCIATES, INC., a Delaware entity, F00000003760

File date: August 3, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NUMBER: H00000035107 2

ARTICLES OF MERGER

OF

BISCAYNE CENTRE, INC.

(a/k/a Biscayne Centre Associates, Inc. in the state of Florida)
(a Delaware corporation)

AND

BISCAYNE CENTRE, INC.

(a Florida corporation)

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Centre, Inc. (a/k/a Biscayne Centre Associates, Inc. in the state of Florida)	Delaware	for profit corporation
Florida Document/Registration Number: F00000003760		

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Centre, Inc.	Florida	for profit corporation
Florida Document/Registration Number: L63571		

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Centre, Inc. (a/k/a Biscayne Centre Associates, Inc. in the state of Florida)	Delaware	for profit corporation
Florida Document/Registration Number: F00000003760		

THIRD: The attached Plan of Merger was approved on August 3, 2000 by the board of directors and the shareholders of Biscayne Centre, Inc., a Florida corporation.

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- FOURTH:** The attached Plan of Merger was approved on August 3, 2000 by the board of directors and the shareholders of Biscayne Centre, Inc. (a/k/a Biscayne Centre Associates, Inc. in the state of Florida), a Delaware corporation.
- FIFTH:** 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:** The surviving entity, agrees to pay the dissenting shareholders of each of the parties to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.
- SEVENTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the incorporating documents or bylaws of any corporation that is a party to the merger.
- EIGHTH:** The merger shall become effective at the time the Articles of Merger are filed with Florida Department of State.
- NINTH:** The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 3rd day of August, 2000

BISCAYNE CENTRE, INC.
(a Florida corporation)

By: Jean Putzer
Name: Jean Putzer
Title: President

BISCAYNE CENTRE, INC. (a/k/a Biscayne Centre
Associates, Inc. in the state of Florida)
(a Delaware corporation)

By: Jean Putzer
Name: Jean Putzer
Title: President

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FAX AUDIT NUMBER: H00000035107 2**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Biscayne Centre, Inc., (a/k/a Biscayne Centre Associates, Inc. in the state of Florida) ("DE Biscayne")	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Biscayne Centre, Inc. ("FL Biscayne")	Florida

Third: The terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger in Florida and the Certificate of Merger in Delaware, FL Biscayne shall be merged with and into DE Biscayne, the separate corporate existence of FL Biscayne shall cease and DE Biscayne shall continue as the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: The outstanding shares of FL Biscayne shall be converted into the right to receive equal and proportionate shares of the stock of DE Biscayne.

[SIGNATURES ARE CONTINUED ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, said entities to this merger have caused this Plan of Merger to be signed this 3rd day of August, 2000.

BISCAYNE CENTRE, INC. (a/k/a
Biscayne Centre Associates, Inc. in the state of
Florida), a Delaware corporation

By: Jean Putzer, Inc.

Name: Jean Putzer

Title: President

BISCAYNE CENTRE, INC., a Florida
corporation

By: Jean Putzer, Inc.

Name: Jean Putzer

Title: President

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