

K11166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

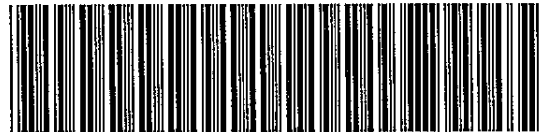
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900009664909

01/02/03--01001--019 \*\*78.75

RECEIVED  
02 DEC 31 PM 4:11  
DIVISION OF CORPORATION

FILED  
02 DEC 31 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN - 6 2003



ACCOUNT NO. : 072100000032

REFERENCE : 876810 7378A

AUTHORIZATION :

COST LIMIT : \$ PPD

-----  
ORDER DATE : December 31, 2002

ORDER TIME : 2:23 PM

ORDER NO. : 876810-010

CUSTOMER NO: 7378A

CUSTOMER: Oonagh B. Engo, Legal Asst  
Scheer & Associates, Inc.  
Suite 400  
50 East Sample Road  
Pompano Beach, FL 33064  
-----

ARTICLES OF MERGER

MAROC CORPORATION

INTO

BMD MANAGEMENT COMPANY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight /JKG

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

January 2, 2003

CSC

TALLAHASSEE, FL

SUBJECT: MAROC CORPORATION  
Ref. Number: W03000000038

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for MAROC CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

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) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 903A00000048

RECEIVED  
03 JAN - 3 PM 1:12  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MAROC OF FLA., INC., a Florida entity, F06842

INTO

**BMD MANAGEMENT COMPANY, INC.**, a Florida entity, K11166

File date: December 31, 2002

Corporate Specialist: Teresa Brown

To: Department of State  
Tallahassee, Florida 32304

Date paid: \_\_\_\_\_, 2002  
Filing Fee: \$ \_\_\_\_\_

FILED  
02 DEC 31 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF  
MAROC OF FLA., INC. AND BMD MANAGEMENT COMPANY, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the corporations which are parties to the within merger are Maroc of Fla., Inc. and BMD Management Company, Inc. BMD Management Company, Inc. is the surviving corporation.
2. The Plan of Merger attached hereto and made a part hereof was approved and adopted by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act on December 2, 2002.
3. As to each of the undersigned corporations, the number of shares outstanding, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
BMD Management Company, Inc.	100
Maroc of Fla., Inc.	100

There is only one class of stock for each of the corporations.

4. As to each of the undersigned corporations, the total number of shares voted for and Against the plan, respectively, are as follows:

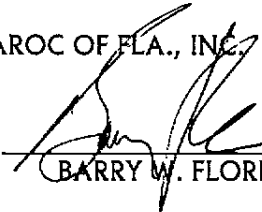
<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Maroc of Fla., Inc.	100	0
BMD Management Company, Inc.	100	0

There is only one class of stock for each of the corporations.

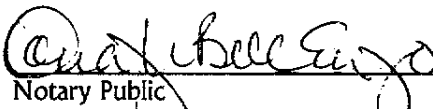
5. The merger shall become effective as of the 31<sup>st</sup> day of December, 2002.

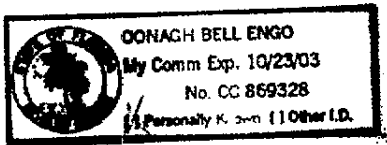
6. The registered office of Maroc of Fla., Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of BMD Management Company, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of the surviving corporation BMD Management Company, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064.


*IN WITNESS WHEREOF*, these Articles of Merger have been executed on behalf of the Constituent corporations by their authorized officers as of the 30<sup>th</sup> day of December, 2002.

MAROC OF FLA., INC.  
By:   
BARRY W. FLORESCUE, President

Sworn to before me this 30<sup>th</sup> day of December, 2002.

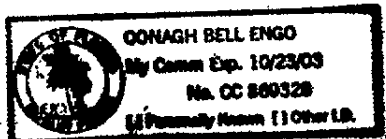
  
Notary Public  
My Commission Expires: \_\_\_\_\_



BMD MANAGEMENT COMPANY, INC.  
By:   
BARRY W. FLORESCUE, President

Sworn to before me this 30<sup>th</sup> day of December, 2002.

  
Notary Public  
My Commission Expires: \_\_\_\_\_



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of the 30<sup>TH</sup> day of December, 2002 between Maroc of Fla., Inc., a Florida corporation ("Maroc") and BMD Management Company, Inc., a Florida corporation ("BMD")

W I T N E S S E T H:

WHEREAS, BMD has authorized capital stock consisting of 7,500 shares of common stock, \$1.00 par value per share ("BMD-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, Maroc has authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value per share ("Maroc-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, the respective Boards of Directors of BMD and Maroc deem it advisable and in the best interests of each of such corporations and their respective stockholders that Maroc be merged with and into BMD (the "Merger") upon the terms and subject to the conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, and in accordance with the laws of the State of Florida, the parties hereto agree that Maroc shall be merged with and into BMD and that the terms and conditions of the Merger shall be as follows:

## ARTICLE I

### MERGER OF MAROC INTO BMD EFFECTIVE TIME

Section 1.01. At the Effective Time (as defined in Section 1.02 below), Maroc shall be merged with and into BMD, the separate existence of Maroc, shall cease, and BMD, as the surviving corporation, shall continue its corporate existence under the laws of the State of Florida and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Maroc in accordance with the Business Corporation Law of the State of Florida (the "BCL").

Section 1.02. As soon as practicable after each of the conditions set forth in Article 4 has been satisfied or waived, Maroc and BMD will file, or cause to be filed, with the Secretary of State of the State of Florida, a certificate or articles of merger for the Merger, which certificate or articles of merger shall be in the form required by and executed in accordance with applicable provisions of Florida law. The Merger shall become effective at 11:59 p.m. on the 15<sup>th</sup> day of December, 2002 (the "Effective Time").

## ARTICLE 2

### ARTICLES OF INCORPORATION; BY-LAWS; CONVERSION OF SHARES

Section 2.01. The Articles of Incorporation, By-Laws and name of BMD in existence and in effect immediately prior to the Effective Time shall be the Articles of Incorporation, By-Laws and name, respectively, of the surviving corporation unless and until the same shall thereafter be altered, amended or repealed.



Section 2.02. Each of the issued and outstanding shares of Maroc-Common shall be converted into one share of Common Stock, \$1.00 par value per share, of BMD ("BMD-Common"). Each outstanding certificate representing shares of Maroc-Common will continue to represent the same number of shares of BMD-Common.

### ARTICLE 3

#### COVENANTS

Section 3.01. Maroc agrees that it will not, after the date hereof and prior to the Effective Time, authorize or issue any additional shares of Maroc-Common, any security convertible into, or exchangeable for, shares of Maroc-Common or any warrants, options or other rights to purchase or subscribe for any shares of Maroc-Common.

Section 3.02. Each party agrees that it will make every reasonable effort to obtain such consents or approvals and to take such further actions as may be necessary or appropriate in furtherance of the transactions contemplated hereby.

### ARTICLE 4

#### CONDITIONS

The obligations of the parties hereto are subject to the satisfaction of the following conditions, which shall have been satisfied at or prior to the Effective Time:

Section 4.01. All approvals and consents necessary to consummate the Merger shall have been obtained.

Section 4.02. The obligations of each party hereunder shall be subject to the performance, by the other party, of its respective agreements and obligations pursuant hereto. Each party to whom performance is owed may waive, as to itself, the performance of any agreement or obligation of the other party.

Section 4.03. Notwithstanding satisfaction of the conditions contained in Sections 4.01 and 4.02 hereof, the Board of Directors of BMD shall have the right not to proceed with the transactions contemplated by this Agreement if, in its judgment, it determines that such transactions would, for any reason, not be in the best interests of BMD or its stockholder(s).

## ARTICLE 5

### MISCELLANEOUS

Section 5.01. This Agreement shall be construed under and in accordance with, and be governed by, the laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida.

Section 5.02. This Agreement may be executed in one or more counterparts, each of which, when so executed, shall be deemed to be an original and such counterparts shall together constitute one and the same agreement.

Section 5.03. Subject to Sections 4.01, 4.02 and 4.03 hereof, this Agreement shall be binding on, and shall inure to the benefit of, the parties hereto and their respective successors and permitted assigns.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as  
of the date first above written.

MAROC OF FLA., INC.,  
a Florida corporation

By:

  
Barry W. Florescue

BMD MANAGEMENT COMPANY, INC.,  
a Florida corporation

By:

  
Barry W. Florescue