

L0000000236

Florida Department of State
Division of Corporations
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((H00000042103 2)))

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DELRAY LINTON ASSOCIATES, LLC

Certificate of Status	1
Certified Copy	1
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8-10
[Handwritten signatures]

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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. EXODUS 3 7538 Chester Terrace Boca Raton, FL 33433	Florida	General Partnership
Florida Documentary/Registration No.: GP0000001225		FEI Number: 65-1023654
2. DELRAY LINTON ASSOCIATES, LLC 7025 Beracasa Way Suite #107 Boca Raton, FL 33433	Florida	Limited Liability Company
Florida Documentary/Registration No.: L00000000236		FEI Number: 65-0984831

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>
DELRAY LINTON ASSOCIATES, LLC 7025 Beracasa Way, #107 Boca Raton, FL 33433	Florida	Limited Liability Co.
Florida Documentary/Registration No.: L00000000236		FEI Number: 65-0984831

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

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This instrument prepared by:

DANIEL A. KASKEL, ESQ.

Fla. Bar No. 0000217

Katz, Barron, Squitiero & Faust

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Miami, FL 33133

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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 jurisdiction.

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.

NINTH: The merger shall become effective as of: the date the Articles of Merger are filed with the Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

EXODUS 3, a FL General Partnership

By: 

HEDAYATOLLAH ZAGHI

By: 

SHILA DORI ZAGHI

DELRAY LINTON ASSOCIATES, LLC,
a FL Limited Liability Company

By: 

B. BENJAMIN SAKATKHOU,
Member

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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>
EXODUS 3 7538 Chester Terrace Boca Raton, FL 33433	Florida
DELRAY LINTON ASSOCIATES, LLC 7025 Beracasa Way Suite #107 Boca Raton, FL 33433	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
DELRAY LINTON ASSOCIATES, LLC	Florida

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

1. Exodus 3 (the "Target") will be merged with and into Delray Linton Associates, LLC (the "Company"), and the Company will be the surviving business entity (the "Surviving Entity") in the merger. When the merger becomes effective: (i) the real and personal property, other assets, rights, privileges, immunities, powers, purposes and franchises of the Company will continue unaffected by the merger; (ii) the separate corporate existence of the Target will terminate, and its real and personal property, other assets, rights, privileges, immunities, powers, purposes and franchises will be merged into the the Company and (iii) the merger will have the other effects specified in the Florida Statutes.
2. The manager of the Company and all of the partners of the Target will execute and the manager will then file Articles of Merger with the Secretary of State of Florida. The merger shall thereupon become effective (the "Effective Time").
3. At the Effective Time, the Articles of Organization and the Operating Agreement, as well as the name, of the Company shall become the articles and agreement, and the name, of the Surviving Entity, until duly amended in accordance with the terms thereof and the Florida Statutes.
4. As of the Effective Time, the managers and/or other officers of the Company shall thereafter continue to be the managers and/or officers of the Surviving Entity, and continue to hold

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office at the pleasure of the Members of the Surviving Entity.

5. At the Effective Time, each partnership interest held by the partners of the Target shall, by virtue of the merger and without any action on the part of any partner thereof, be converted into a membership interest in the Surviving Entity. All of the partners of the Target shall collectively receive a 41.666 percent membership interest in the Surviving Entity, and the membership interests in the Surviving Entity of the members of the Company shall collectively be reduced by 41.666 percent of the interest that such members held in the Company. By adopting the Plan of Merger and by signing the Articles of Merger, the partners of the Target hereby agree to be bound by the terms of the Articles of Organization and the Operating Agreement of the Surviving Entity.

FOURTH:

1. 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: The membership interest in the Surviving Entity of each merged party, stated as a percentage, shall be 41.666% of the percentage interest that such merged party held in the Target, and the membership interest in the Surviving Entity of each of the members of the Company shall be reduced by 41.666% of the percentage interest that such member held in the Company.
2. 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: N/A

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:

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

N/A

If Gen'l Partner is a Non-Individual
Florida Document/Registration No.

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:
Managed by the Members.

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: NONE

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JACKSONVILLE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EXODUS 3, a Florida general partnership, GP0000001225

INTO

DELRAY LINTON ASSOCIATES, LLC, a Florida entity, L00000000236

File date: August 10, 2000

Corporate Specialist: Tammi Cline

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