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MERGER OR SHARE EXCHANGE

1401 BRICKELL, LLC

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLUMBERG/BRICKELL, INC. A FLORIDA CORPORATION

INTO

1401 BRICKELL, LLC, a Florida entity, L00000002055

File date: February 29, 2000

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER
OF
BLUMBERG/BRICKELL, INC.,
INTO
1401 BRICKELL, LLC**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, 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. Blumberg/Brickell, Inc. 255 Alhambra Circle Suite 1100 Coral Gables, Florida 33134 Florida Document/Registration Number: P96000077598	Florida	Florida corporation FEI Number: 65-0719495
2. 1401 Brickell, LLC 255 Alhambra Circle Suite 1100 Coral Gables, Florida 33134 Florida Document/Registration Number: L00000002055	Florida	Florida limited liability company FEI Number: 65-0719495

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>
1401 Brickell, LLC 255 Alhambra Circle Suite 1100 Coral Gables, Florida 33134 Florida Document/Registration Number: L00000002055	Florida	Florida limited liability company FEI Number: 65-0719495

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company, that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation of the corporation or the operating agreement

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and regulations or articles of organization of the limited liability company that are parties to the merger

FIFTH: the merger shall become effective as of the date of the filing of these Articles of Merger with the Florida Department of State.

SIXTH: The articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Signatures for each party:

Date of execution: February 28, 2000

BLUMBERG/BRICKELL, INC., a Florida corporation

By: 

PHILIP F. BLUMBERG, President

1401 BRICKELL, LLC, a Florida limited liability company

By: 

PHILIP F. BLUMBERG, Manager and Sole Member

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**PLAN OF MERGER
OF
BLUMBERG/BRICKELL, INC., A FLORIDA CORPORATION
INTO
1401 BRICKELL, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

The following Plan of Merger which was adopted and approved by each party to the Merger in accordance with Sections 607.1107 and 608.4381 Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Blumberg/Brickell, Inc.	Florida
1401 Brickell, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
1401 Brickell, LLC	Florida

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

Blumberg/Brickell, Inc. will be merged into 1401 Brickell, LLC, which limited liability company shall be the surviving party in the merger. 1401 Brickell, LLC, by virtue of the merger, shall acquire title to all property and assets or any interest therein owned by Blumberg/Brickell, Inc. and shall succeed to all offices, positions, memberships, general and limited partnership interests and any other interests in any business entities occupied, held or owned by Blumberg/Brickell, Inc. as of the effective time of the merger. Blumberg/Brickell, Inc. does not, and will not as of the date of merger, own any real property.

By virtue of the merger, 1401 Brickell, LLC shall thereafter be responsible and liable for all liabilities and obligations of Blumberg/Brickell, Inc. The Articles of Organization and the Operating Agreement and Regulations of 1401 Brickell, LLC in effect immediately prior to the time the Merger becomes effective shall be the Articles of Organization and the Operating Agreement and Regulations of the limited liability company as the surviving entity in the Merger.

The shares and obligations, or other securities, and the rights to acquire interests, shares, obligations or other securities of 1401 Brickell, LLC shall, by virtue of the merger, be converted into interests and membership in and obligations of 1401 Brickell LLC, and the former holders of shares, obligations or other securities, or rights to such securities of Blumberg/Brickell, Inc. shall be entitled to the rights provided in this Plan of Merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of Blumberg/Brickell, Inc. into the interests, memberships, shares, obligations or other securities of 1401 Brickell, LLC, in whole or in part, into cash or other property are as follows:

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All of the issued and outstanding capital stock of Blumberg/Brickell, Inc., being common stock, shall be exchanged for the entire membership in 1401 Brickell, LLC and said shares shall be retired and cancelled.

All indebtedness and obligations of Blumberg/Brickell, Inc. shall be assumed by 1401 Brickell, LLC.

The officers of Blumberg/Brickell, Inc. and its sole shareholder, Philip F. Blumberg, and Philip F. Blumberg as sole member and managing member of 1401 Brickell, LLC, shall take all such action and execute and deliver all such documents as shall be necessary to effect this Plan of Merger.

1401 Brickell, LLC shall succeed Blumberg/Brickell, Inc. as the sole general partner of Blumberg/Brickell, Ltd., a Florida limited partnership and the merging parties shall take all such action and execute and deliver all such documents as shall be necessary or convenient to effect that purpose.

B. There are no outstanding rights to acquire interests, shares, obligations or other securities of Blumberg/Brickell, Inc. and accordingly, there shall be no conversion of any such rights, in whole or in part, into cash or other property.

FIFTH: 1401 Brickell, LLC, a Florida limited liability company, is the surviving entity and it is to be managed by Philip F. Blumberg, sole member, as manager, and his address is: 255 Alhambra Circle, Suite 1100, Coral Gables, Florida 33134.

The undersigned hereby approve, ratify and adopt this Plan of Merger, as of the 28 day of February, 2000.

BLUMBERG/BRICKELL, INC., a Florida corporation

By: 

PHILIP F. BLUMBERG, President


PHILIP F. BLUMBERG, Sole Shareholder of Blumberg/Brickell, Inc.

1401 BRICKELL, LLC, a Florida limited liability company

By: 

PHILIP F. BLUMBERG, Manager


PHILIP F. BLUMBERG, Sole Member of 1401 Brickell, LLC.