

Prepared by: Moraitis, Cofar & Karney
915 Middle River Drive, Suite 506
Fort Lauderdale, FL 33304

L000000003606

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

LUAN INVESTMENTS, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FAJ-HEIN, A FLORIDA GENERAL PARTNERSHIP

INTO

LUAN INVESTMENTS, L.L.C., a Florida entity, L00000003606

File date: June 26, 2000

Corporate Specialist: Shawn Logan

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Fort Lauderdale, FL 33304

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:

Name and Street Address

Jurisdiction

Entity Type

1. LUAN INVESTMENTS, L.L.C.

FLORIDA

LIMITED LIABILITY
COMPANY

5505 PEMBROKE ROAD
HOLLYWOOD, FL 33021

Florida Document/Registration Number: L00000003606

FEI Number: 59-2184842

2. FAJ-HEIN

FLORIDA

GENERAL
PARTNERSHIP

5505 PEMBROKE ROAD
HOLLYWOOD, FL 33021

Florida Document/Registration Number: NONE

FEI Number: 59-2184842

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

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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>
<u>LUAN INVESTMENTS, L.L.C.</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY</u>
<u>5305 PEMBROKE ROAD</u>		<u>COMPANY</u>
<u>HOLLYWOOD, FL 33021</u>		

Florida Document/Registration Number: L00000003606 FEI Number: 59-2184842

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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NINTH: The merger shall become effective as of:

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

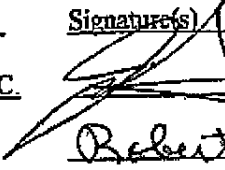


OR

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



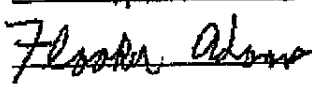
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
LUAN INVESTMENTS, L.L.C.		JOHN D. KEATING
		ROBERT N. HEIN
		FLOOKER ADAMS

FAI-HEIN

	JOHN D. KEATING
	ROBERT N. HEIN
	FLOOKER ADAMS

(Attach additional sheet(s) if necessary)

PGENERAL L.L.C. Articles of Merger.wpd

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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>
LUAN INVESTMENTS, L.L.C.	FLORIDA
FAJ-HEIN, A GENERAL PARTNERSHIP	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
LUAN INVESTMENTS, L.L.C.	FLORIDA

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

ALL ASSETS OWNED BY FAJ-HEIN SHALL BECOME THE PROPERTY OF AND BE OWNED BY LUAN INVESTMENTS, L.L.C. SINCE THE PARTNERS OF FAJ-HEIN ARE ALREADY THE SOLE MEMBERS OF LUAN INVESTMENTS, L.L.C., EACH MEMBER SHALL CONTINUE TO HAVE THE SAME 1/3 INTEREST IN LUAN AS THEY HELD AS A PARTNER OF FAJ-HEIN.

(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:

EACH PARTNER OF FAJ-HEIN IS AND SHALL CONTINUE TO BE A MEMBER OF LUAN INVESTMENTS, L.L.C., OWNING THE SAME 1/3 INTEREST.

- 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:

EACH PARTNER OF FAJ-HEIN IS AND SHALL CONTINUE TO BE A MEMBER OF LUAN INVESTMENTS, L.L.C., OWNING THE SAME 1/3 INTEREST. MEMBERSHIP SHARES IN THE SURVIVING ENTITY MAY BE TRANSFERRED OR CONVERTED TO CASH IN ACCORDANCE WITH THE TERMS OF THE LUAN INVESTMENTS, L.L.C., OPERATING AGREEMENT.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and addresses 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

N/A

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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 addresses of the manager(s) are as follows:

JOHN D. KEATING	5505 PEMBROKE ROAD, HOLLYWOOD, FL 33021
ROBERT N. HEIN	2636 GRACE DRIVE, FT. LAUDERDALE, FL 33316
FLOOKER ADAMS	1021 N.W. FIRST STREET, FT. LAUDERDALE, FL 33311

SEVENTH: All statements that are required by the laws of the jurisdictions 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.

(Attach additional sheet(s) if necessary)

PG:GENERAL L. CILAUD Plan of Merger.wpd

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