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BY FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-04/10/00--01115--002  
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Re: Olympia-Sunflair, L.L.C.

Dear Sir/Madam:

Enclosed for filing with the Department of State are Articles of Organization for Olympia-Sunflair, L.L.C (the "Company"). Also enclosed for filing are Articles of Merger, which will merge Olympia-Sunflair, L.L.C., a New York limited liability company into the Company. It is my understanding that the fee for filing the Articles of Organization is \$125.00, and the fee for filing the Articles of Merger is \$50.00. I have enclosed two checks for these amounts.

Once both documents have been accepted for filing, please return proof of the filings to my attention as soon as possible. I have enclosed a pre-paid Federal Express envelope for your convenience.

Thank you in advance for your timely response, and please feel free to contact me if you have any questions.

Sincerely,

*LaVonne O. Torrence*

LaVonne O. Torrence  
Legal Assistant

Enclosures

cc: Lewis F. Morse, Esq.

Alan S. Weitz, Esq.

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APR 17 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*4/17*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 12, 2000

LAVONNE O. TORRENCE  
GREENSTEIN DELORME & LUCHS, P.C.  
1620 L STREET, NW, SUITE 900  
WASHINGTON, DC 20036-5605

SUBJECT: OLYMPIA-SUNFLAIR, L.L.C.  
Ref. Number: W00000009657

We have received your document for OLYMPIA-SUNFLAIR, L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6917.

Gretchen Harvey  
Document Specialist Supervisor

Letter Number: 200A00020020

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OLYMPIA-SUNFLAIR, L.L.C., A NEW YORK LIMITED LIABILITY COMPANY

into

**OLYMPIA-SUNFLAIR, L.L.C.**, a Florida entity L00000004407

File date: April 17, 2000

Corporate Specialist: Gretchen Harvey

**ARTICLES OF MERGER**  
**OF**  
**OLYMPIA-SUNFLAIR, L.L.C.**  
**A NEW YORK LIMITED LIABILITY COMPANY**  
**INTO**  
**OLYMPIA-SUNFLAIR, L.L.C. ✓ L0000000 4407**  
**A FLORIDA LIMITED LIABILITY COMPANY**

Olympia-Sunflair, L.L.C., a New York limited liability company and Olympia-Sunflair, L.L.C., a Florida limited liability company, having agreed to merge, do hereby certify as follows:

**FIRST:     PLAN AND AGREEMENT OF MERGER**

**(a)     Names of Limited Liability Companies**

The name of the company which will be merged into the successor company is Olympia-Sunflair, L.L.C., a New York limited liability company, and is hereinafter designated the "merging company." The name of the successor company is Olympia-Sunflair, L.L.C., a Florida limited liability company, and is hereinafter designated the "successor company."

**(b)     Terms and Conditions**

Upon the effective date and time of the merger (as hereinafter defined), the separate existence of the merging company and the successor company shall cease. Thereupon the powers, privileges and rights of the merging company shall be null and void and all property - real, personal and mixed - and all debts on whatever account and every other interest of or belonging to or due to the merging company shall be deemed to be transferred to and vested in the successor company without further act or deed. The successor company, a Florida limited liability company, shall conduct business in the State of Florida and shall have all rights, privileges, powers and immunities granted by the Florida Limited Liability Company Law and provided in its Articles of Organization.

**(c)     Exchange of Interests**

Upon the effective date and time of the merger, the interests of the merging company shall be exchanged for equal interests of the successor company whereby each member of the merging company shall hold the same membership interest in the successor company that they held in the merging company. No cash or obligations will be distributed or issued upon the exchange of the interests of the merging companies.

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(d) Articles of Organization of Successor Company

The Articles of Organization of the successor company shall not be amended.

(e) Operating Agreement

The Operating Agreement, as amended, of the Merging Company shall become the Operating Agreement of the Successor Company.

(f) Filings

The members of the merging company shall execute and cause to be filed Articles of Merger in the State of Florida and a Certificate of Merger in the State of New York to effect the Plan of Merger and shall further execute and cause to be filed such documents as may be required to accomplish the intent of the Plan of Merger.

SECOND: The name of the successor company shall be Olympia-Sunflair, L.L.C.

THIRD: The managers of the successor company are:

<u>Name</u>	<u>Address</u>
Gerhard Sommerer	C/O Adolf Riedl GmbH & Co. Ottostraße 2 Bayreuth, GERMANY D-95427
Wolfgang Lorenz	C/O Adolf Riedl GmbH & Co. Ottostraße 2 Bayreuth, GERMANY D-95427

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THIRD: The plan of merger was duly authorized and approved by each constituent company in accordance with Section 608.4381 of the Florida Limited Liability Company Act and Section 1002 of the New York limited liability company law.

FOURTH: These Articles of Merger shall be effective upon the filing of these Articles with the Florida Department of State.

[Execution on following page]

IN WITNESS WHEREOF, the members of the merging and successor companies hereby acknowledge this merger to be the act of the companies named below and certify that the facts stated herein are true and complete in all material respects, to the best of their knowledge, information and belief, under penalties of perjury and have executed these Articles of Merger this 7<sup>th</sup> day of April, 2000.

**OLYMPIA-SUNFLAIR, L.L.C.**, a New York limited liability company (merging company)

*Adolf Riedl*

Adolf Riedl

*M. Sommerer*

Marianne Sommerer

*Jutta Friemann*

Jutta Friemann

**OLYMPIA-SUNFLAIR, L.L.C.**, a Florida limited liability company (successor company)

*Adolf Riedl*

Adolf Riedl

*Marianne Sommerer*

Marianne Sommerer

*Jutta Friemann*

Jutta Friemann

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