

00000007267

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000066685 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305) 371-2700  
Fax Number : (305) 358-5744

RECEIVED  
02 MAR 28 AM 10:24  
DIVISION OF CORPORATIONS

AL  
02 MAR 28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CTA Properties GP LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$122.50

1511193-0002  
ATTN: M. WAGONER

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CTA PROPERTIES GP LLC A FLORIDA ENTITY

INTO

**CTA PROPERTIES GP LLC.** a Florida entity not qualified in Florida

File date: March 28, 2002

Corporate Specialist: Agnes Lunt

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 28

Fax Audit No. H02000066685

## ARTICLES OF MERGER

OF

CTA PROPERTIES GP LLC  
(a Florida limited liability company)

WITH AND INTO

CTA PROPERTIES GP LLC  
(a Delaware limited liability company)FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 28

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned hereby states that:

1. CTA Properties GP LLC, a Florida limited liability company ("CTA Florida"), shall be merged with and into CTA Properties GP LLC, a Delaware limited liability company ("CTA Delaware"), which shall be the Surviving Company (the "Merger").
2. The name of the Surviving Company shall be CTA Properties GP LLC.
3. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida and the Certificate of Merger of CTA Florida into CTA Delaware has been filed with the Secretary of State of Delaware.
4. The Agreement and Plan of Merger dated as of March 27, 2002, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 18-209 of the Delaware Limited Liability Company Act and executed by the sole member of CTA Florida and CTA Delaware.
5. The Agreement and Plan of Merger was approved by each domestic limited liability company that is a party to the Merger pursuant to Section 608.438 of the Florida Limited Liability Company Act.
6. The Agreement and Plan of Merger was approved by the sole member of the Surviving Company in accordance with the applicable provisions of the Delaware Limited Liability Company Act.
7. The address of the principal office of the Surviving Company is 433 Plaza Real, Suite 335, Boca Raton, Florida 33432.
8. The Surviving Company hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

Fax Audit No. H02000066685

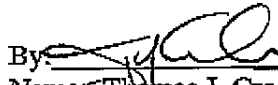
9. The Surviving Company agrees to pay the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of CTA Florida and CTA Delaware by their respective members as of March 27, 2002.

CTA PROPERTIES GP LLC, a Florida limited liability company

By: BFC/APCA Holdings, Ltd., a Florida limited partnership, its sole member

By: CTA Properties, Inc., a Florida corporation, its general partner

By:   
Name: Thomas J. Crocker  
Title: President


02 MAR 28

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CTA PROPERTIES GP LLC, a Delaware limited liability company

By: BFC/APCA Holdings, Ltd., a Florida limited partnership, its sole member

By: CTA Properties, Inc., a Florida corporation, its general partner

By:   
Name: Thomas J. Crocker  
Title: President

Fax Audit No. H02000066685

## AGREEMENT AND PLAN OF MERGER

OF

CTA PROPERTIES GP LLC  
(a Florida limited liability company)

WITH AND INTO

CTA PROPERTIES GP LLC  
(a Delaware limited liability company)

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 28

This Agreement and Plan of Merger (the "Agreement") dated as of March 27, 2002, is made by and between CTA PROPERTIES GP LLC, a Delaware limited liability company ("CTA Delaware" or the "Surviving Company"), and CTA PROPERTIES GP LLC, a Florida limited liability company ("CTA Florida" and together with CTA Delaware, the "Constituent Limited Liability Companies").

RECITALS

Pursuant to this Agreement, CTA Florida shall be merged with and into CTA Delaware (the "Merger") and, incident to the Merger, all of the outstanding membership interests of CTA Florida shall be converted into limited liability company interests of CTA Delaware. Each of the parties hereto wishes to set forth in this Agreement the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding membership interests of CTA Florida into limited liability interests of CTA Delaware, and such other terms and conditions as may be required or desired and permitted. All of the members of CTA Florida and CTA Delaware deem the Merger desirable and in the best interests of the Constituent Limited Liability Companies, and have unanimously approved and executed this Agreement.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger and Section 608.438 of the Florida Limited Liability Company Act and Section 18-209 of the Delaware Limited Liability Company Act, CTA Florida shall be merged with and into CTA Delaware, which shall be the Surviving Company, and the separate existence of CTA Florida shall cease. CTA Delaware, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of CTA Florida. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of CTA Florida shall be vested in the Surviving Company without further act. All obligations due to CTA Florida shall be vested in the Surviving Company

without further act. The Surviving Company shall be liable for all of the obligations of CTA Florida existing as of the Effective Date.

2. The Certificate of Formation of CTA Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Formation of the Surviving Company.

3. The Limited Liability Company Agreement of CTA Delaware as in effect on the Effective Date (the "LLC Agreement") shall remain in effect and be the LLC Agreement of the Surviving Company. All members of CTA Florida agree to be bound by all of the terms and provisions of the LLC Agreement as members of CTA Delaware upon the Effective Date.

4. On the Effective Date, by virtue of the Merger and without any further act, the outstanding membership interests in CTA Florida held by BFC/APCA Holdings, Ltd., a Florida limited partnership, shall be converted into a 100% limited liability company interest in the Surviving Company. Accordingly, immediately after the Merger, the following interests in CTA Delaware shall be outstanding:

<u>Member</u>	<u>Interest</u>
BFC/APCA Holdings, Ltd.	100%

5. The name and business address of the sole member of the Surviving Company is:

BFC/APCA Holdings, Ltd.  
433 Plaza Real, Suite 335  
Boca Raton, Florida 33432  
Phone: (561) 395-9666  
Fax: (561) 394-7712

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 28

6. The Merger shall become effective on the date the Articles of Merger and Certificate of Merger of each Constituent Limited Liability Company effectuating the Merger are filed with the Florida Secretary of State and the Delaware Secretary of State, respectively.

\* \* \*