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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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12/13
[Signature]



125 WORTH AVENUE SUITE 221
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
FACSIMILE (561) 659-0942

WARREN E. AVIS, JR.
Board Certified Real Estate Attorney
Also Admitted In Michigan
wea@avislaw.com

DEBORAH K. AVIS
(Ret. 1999)

OF COUNSEL

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ALAN F. ANDERSON
afa@avislaw.com
TESSE T. BELL
ttb@avislaw.com
MARGARET E. BUSH
meb@avislaw.com
PARALEGALS

December 10, 2002

Via UPS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
02 DEC 12 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Merger

**Entities: Florida Apple 1, LLC, Florida Apple 2, LLC, Florida Apple 3, LLC,
Florida Apple 5, LLC, Florida Apple 6, LLC**

Dear Sir/Madam:

Please find enclosed Articles of Merger and Plan of Merger for the above five entities. Also enclosed is our check in the amount of \$245.00 to cover filing fees, as shown below:

Five (5) LLC entities at \$25.00 per entity:	\$125.00
Four (4) certified copies at \$30.00 per copy:	<u>\$120.00</u>
Total:	\$245.00

Kindly provide me with four (4) certified copies of the Articles of Merger and Plan of Merger. I have enclosed a return envelope, for your convenience, together with four copies of the merger documents.

Thank you for your cooperation in this matter.

Very truly yours,

AVIS & AVIS, P.A.

Alan F. Anderson, Paralegal

Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA APPLE 2, LLC A FLORIDA ENTITY, L00000008492

FLORIDA APPLE 3, LLC A FLORIDA ENTITY, L00000012123

FLORIDA APPLE 5, LLC A FLORIDA ENTITY, L01000007510

FLORIDA APPLE 6, LLC A FLORIDA ENTITY, L01000001072

INTO

FLORIDA APPLE 1, L.L.C., a Florida entity, L00000008490

File date: December 12, 2002

Corporate Specialist: Marsha Thomas

Prepared by and return to:
Warren E. Avis, Jr.
Avis & Avis, P.A.
125 Worth Avenue, Suite 221
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

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. Florida Apple 1, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC
Florida Document/Registration Number: L00000008490		FEI Number: 65-1028347
2. Florida Apple 2, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC
Florida Document/Registration Number: L00000008492		FEI Number: 65-1028349
3. Florida Apple 3, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC
Florida Document/Registration Number: L00000012123		FEI Number: 65-1079730
4. Florida Apple 5, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC
Florida Document/Registration Number: L01000007510		FEI Number: 65-1107001
5. Florida Apple 6, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC
Florida Document/Registration Number: L01000001072		FEI Number: 65-1107000

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>
1. Florida Apple 1, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	Florida	LLC

Florida Document/Registration Number: L00000008490

FEI Number: 65-1028347

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 respective laws of all applicable jurisdictions and is not prohibited by the agreement or 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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TALLAHASSEE, FLORIDA

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NINTH: The merger shall become effective as of: December 30, 2002.

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

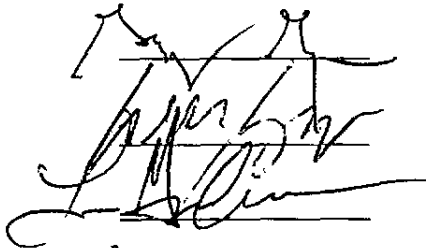
ELEVENTH: Signatures for each party, constituting all the Members of the entities listed below:

Name of Entity:

Signatures:

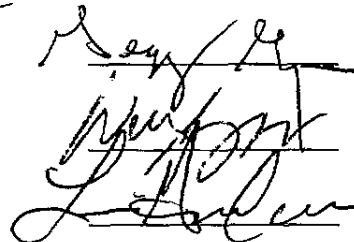
Typed Name of Individual

1. Florida Apple 1, LLC
3700 State Street, Suite 200
Santa Barbara, California 93105



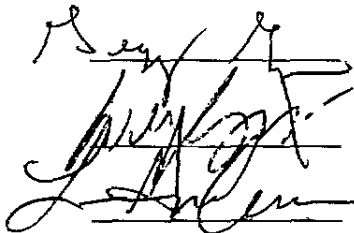
Gregory Georgas
Managing Member
William Georgas
Member
Laura Georgas Carr
Member

2. Florida Apple 2, LLC
3700 State Street, Suite 200
Santa Barbara, California 93105



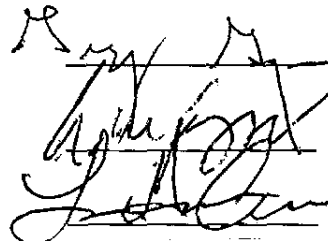
Gregory Georgas
Managing Member
William Georgas
Member
Laura Georgas Carr
Member

3. Florida Apple 3, LLC
3700 State Street, Suite 200
Santa Barbara, California 93105



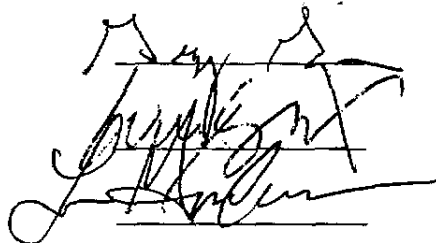
Gregory Georgas
Managing Member
William Georgas
Member
Laura Georgas Carr
Member

4. Florida Apple 5, LLC
3700 State Street, Suite 200
Santa Barbara, California 93105



Gregory Georgas
Managing Member
William Georgas
Member
Laura Georgas Carr
Member

5. Florida Apple 6, LLC
3700 State Street, Suite 200
Santa Barbara, California 93105



Gregory Georgas
Managing Member
William Georgas
Member
Laura Georgas Carr
Member

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02 DEC 2 AM 11:33
CLERK OF COURT
SANTA BARBARA COUNTY
SANTA BARBARA, CALIF.

WITNESSES:

Briden Carr
Print Name

As to Laura Georgas Carr

Print Name

As to Laura Georgas Carr

Fenny Simo
Print Name

As to William Georgas

Fenny Simo
Print Name

As to William Georgas

A. Hinton
Print Name

As to Gregory Georgas

Fenny Simo
Print Name

As to Gregory Georgas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENTS

STATE OF *New York*)
COUNTY OF *NY*) SS:
PALM BEACH)

Before me, a Notary Public in and for said County, personally appeared *William* Gregory Georgas, who acknowledged that he did sign the foregoing Articles of Merger and that said instrument is his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this *21* day of *NOV*, 2002.

[Signature]
Notary Public
My Commission Expires:

(Notarial Seal)

FENNY SIMO
Notary Public, State of New York
No. 01616048077
Qualified in Queens County
Commission Expires September 18, 20*06*

FLORIDA
STATE OF NEW YORK)
COUNTY OF PALM BEACH) SS:

Before me, a Notary Public in and for said County, personally appeared ^{Gregory} William Georgas, who acknowledged that he did sign the foregoing Articles of Merger and that said instrument is his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 3 day of Dec., 2002.

Notary Public

My Commission Expires



Karin Drakos
MY COMMISSION # DD130222 EXPIRES
September 13, 2006
BONDED THRU TROUBLEMAN INSURANCE, INC.

(Notarial Seal)

STATE OF)
COUNTY OF) SS:

Before me, a Notary Public in and for said County, personally appeared Laura Georgas Carr, who acknowledged that she did sign the foregoing Articles of Merger and that said instrument is her voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 29 day of Nov, 2002.

Notary Public

My Commission Expires: 1/9/06

(Notarial Seal)

DEBRA WALLER-JAIN
Notary Public, State of New York
No. 01JA6034045
Qualified in New York County
Commission Expires 1/9/06

Prepared by and return to:
Warren E. Avis, Jr.
Avis & Avis, P.A.
125 Worth Avenue, Suite 221
Palm Beach, Florida 33480

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>
1. Florida Apple 1, LLC	Florida
2. Florida Apple 2, LLC	Florida
3. Florida Apple 3, LLC	Florida
4. Florida Apple 5, LLC	Florida
5. Florida Apple 6, LLC	Florida

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

<u>Name:</u>	<u>Jurisdiction:</u>
Florida Apple 1, LLC	Florida

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

Effective December 30, 2002, the following Florida limited liability companies, Florida Apple 1, LLC, Florida Apple 2, LLC, Florida Apple 3, LLC, Florida Apple 5, LLC, and Florida Apple 6, LLC, (the "Entities") will merge under those certain Articles of Merger, as filed with the Secretary of State, Division of Corporations, 409 E. Gaines Street, Tallahassee, Florida 32399, as provided under Florida Statutes 608.438. Florida Apple 1, LLC shall be the surviving entity of the merger. The surviving entity shall thereafter be responsible and liable for all the liabilities and obligations of each limited liability company and other business entity that is a party to the merger. Insofar as the Members of the Entities are the same persons holding the same interest in each merging party, no change in capital contribution will result and the Member's percentage interest in the surviving entity shall remain unchanged. The Managing Member of the surviving entity shall remain unchanged.

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:

Ownership of the surviving entity shall in all respects be in the same proportion as in each of the merged entities. Each of the Members of the surviving entity shall have one-third ownership, which is consistent with the ownership proportion of the merged entities.

- 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:

Rights to acquire interest, shares, obligations or other securities in the surviving entity shall be the same as those rights previously granted in the merged entities. Ownership of the surviving entity shall in all respects be in the same proportion as in each of the merged entities. Each of the Members of the surviving entity shall have one-third ownership, which is consistent with the ownership proportion of the merged entities.

- FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and addresses(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
--	---

None.

- 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:

Florida Apple 1, LLC	Gregory Georgas, Managing Member
	c/o Florida Apple, LLC
	250 S. Australian Avenue, Suite 1110
	West Palm Beach, FL 33401

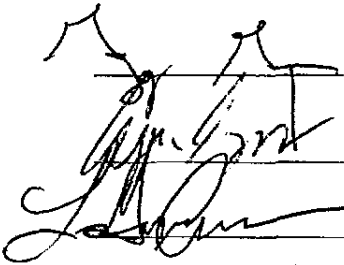
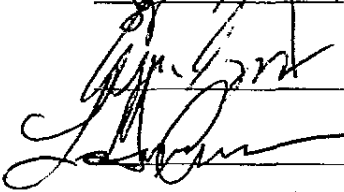
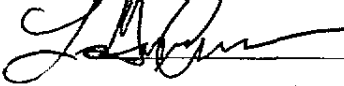
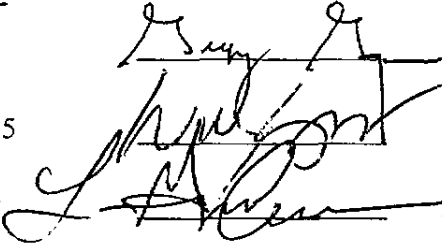
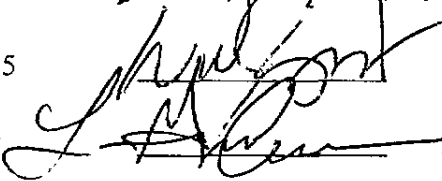

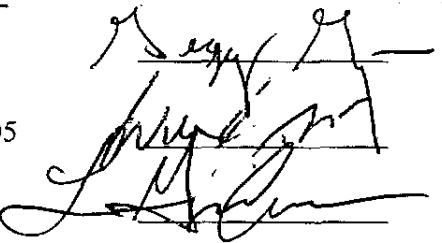
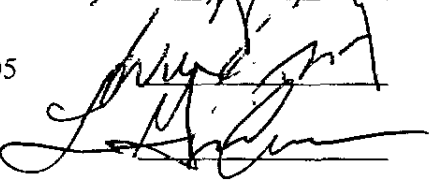

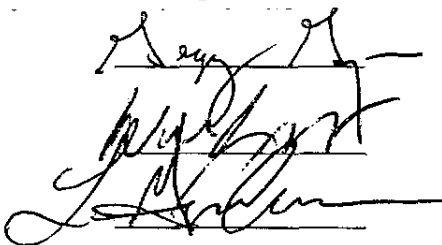
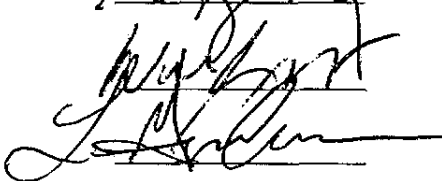
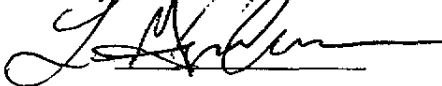
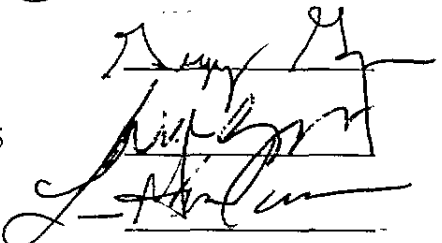
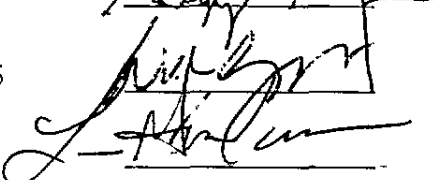
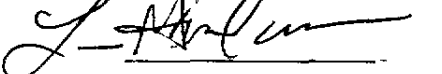
- SEVENTH: All statements that are required by the laws of jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

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SECRETARY OF STATE
FLORIDA

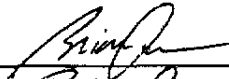
FILED

EIGHTH: Signatures for each party, constituting all the Members of the entities listed below, who consent to the plan of merger:

<u>Name of Entity:</u>	<u>Signatures:</u>	<u>Typed Name of Individual</u>
1. Florida Apple 1, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	  	Gregory Georgas Managing Member William Georgas Member Laura Georgas Carr Member
2. Florida Apple 2, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	  	Gregory Georgas Managing Member William Georgas Member Laura Georgas Carr Member
3. Florida Apple 3, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	  	Gregory Georgas Managing Member William Georgas Member Laura Georgas Carr Member
4. Florida Apple 5, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	  	Gregory Georgas Managing Member William Georgas Member Laura Georgas Carr Member
5. Florida Apple 6, LLC 3700 State Street, Suite 200 Santa Barbara, California 93105	  	Gregory Georgas Managing Member William Georgas Member Laura Georgas Carr Member

WITNESSES AND ACKNOWLEDGMENTS COMMENCE ON NEXT PAGE

WITNESSES:

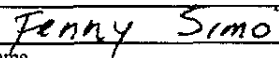


Print Name

As to Laura Georgas Carr

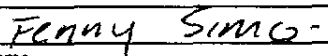
Print Name

As to Laura Georgas Carr



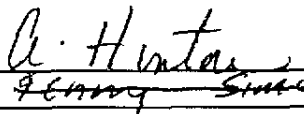
Print Name

As to William Georgas



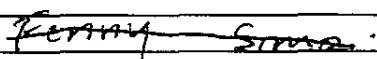
Print Name

As to William Georgas



Print Name

As to Gregory Georgas



Print Name

As to Gregory Georgas

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TALLAHASSEE, FLORIDA

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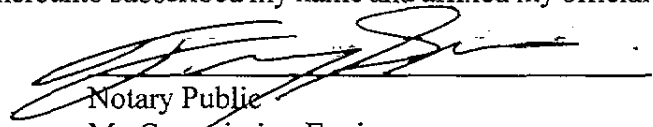
ACKNOWLEDGMENTS

STATE OF ^{New York} FLORIDA)
COUNTY OF ^{New York} PALM BEACH) SS:

WILLIAM.

Before me, a Notary Public in and for said County, personally appeared Gregory Georgas, who acknowledged that he did sign the foregoing Plan of Merger and that said instrument is his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 21 day of Nov, 2002.



Notary Public
My Commission Expires:

(Notarial Seal)

FENNY SIMO
Notary Public, State of New York
No. 01SI6048077
Qualified in Queens County
Commission Expires September 18, 2004

STATE OF ~~NEW YORK~~ ^{Florida})
) SS:
COUNTY OF Palm Beach

Before me, a Notary Public in and for said County, personally appeared ^{Gregory} ~~William~~ Georgas, who acknowledged that he did sign the foregoing Plan of Merger and that said instrument is his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 3 day of Dec, 2002.



Notary Public
My Commission Expires:



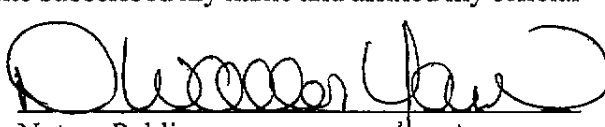
Karim Drakas
MY COMMISSION # DD130222 EXPIRES
September 13, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

(Notarial Seal)

STATE OF)
) SS:
COUNTY OF)

Before me, a Notary Public in and for said County, personally appeared Laura Georgas Carr, who acknowledged that she did sign the foregoing Plan of Merger and that said instrument is her voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 29 day of Nov, 2002.



Notary Public
My Commission Expires: 1/9/06

(Notarial Seal)

DEBRA WALLER-JAIN
Notary Public, State of New York
No. 01JA8034046
Qualified in New York County
Commission Expires 1/9/06

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