

L000000008665



ACCOUNT NO. : 072100000032

REFERENCE : 774304 95101A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 90.00

ORDER DATE : July 24, 2000

ORDER TIME : 11:21 AM

ORDER NO. : 774304-015

CUSTOMER NO: 95101A

3000003335583--2

CUSTOMER: Ms. Vangie Espino-reynolds
Salley Feinberg & Hames, P.a.
P. O. Box 3829

Orlando, FL 32802-3829

ARTICLES OF MERGER

W.P. PARK WEST, INC.
INTO
W.P. PARK WEST, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 25 AM 9:10

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
00 JUL 25 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

ARTICLES OF MERGER
Merger Sheet

MERGING:

W.P. PARK WEST, INC., A Florida Corporation, P00000037173

INTO

W.P. PARK WEST, L.L.C., a Florida entity, L00000008665

File date: July 25, 2000

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Account charged: 90.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 25 AM 9:10

ARTICLES OF MERGER OF

W.P. PARK WEST, INC.
(a Florida corporation)

P-37113
into

W.P. PARK WEST, L.L.C.
(a Florida limited liability company)

L-8665

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 25 AM 9:10

Pursuant to the provisions of Sections 607.1108 and 608.438, Florida Statutes, the undersigned corporation, W.P. PARK WEST, INC., a Florida corporation (the "Corporation"), and the undersigned limited liability company, W.P. PARK WEST, L.L.C., a Florida limited liability company (the "Company"), adopt the following articles of merger for the purposes of merging the Corporation into the Company:

1. The surviving entity shall be the Company, and shall be known as W.P. PARK WEST, L.L.C., a Florida limited liability company.
2. Attached hereto as Exhibit "A" and incorporated herein by reference, is the plan of merger pursuant to which the Corporation shall be merged into the Company (the "Plan of Merger").
3. The Plan of Merger was adopted and approved by the Corporation in accordance with the provisions of Sections 607.1103 and 607.1108, Florida Statutes.
4. The Plan of Merger was approved by the Company in accordance with the provisions of Sections 608.438 and 608.4381, Florida Statutes.
5. The merger shall be effective upon the filing of these Articles of Merger.

Dated this 24th day of July, 2000.

W.P. PARK WEST, INC., a Florida corporation

By: 

Leslie S. Strasberg, President

W.P. PARK WEST, L.L.C., a Florida limited liability company

By: 

Leslie S. Strasberg, Manager

EXHIBIT "A"

PLAN OF MERGER
OF
W.P. PARK WEST, INC.
INTO
W.P. PARK WEST, L.L.C.

This Plan of Merger is adopted by W.P. WEST PARK, INC., a corporation ("the Corporation") organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders, and adopted by W.P. WEST PARK, L.L.C., a limited liability company (the "Company") organized under the laws of the State of Florida, by joint written consent of its Manager and Members. The surviving entity shall be the Company and its name shall be W.P. WEST PARK, L.L.C.

1. The address of the Corporation is 2105 N. Park Avenue, Winter Park, 32789, its state of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of the Company is 2105 N. Park Avenue, Winter Park, 32789, its state of organization is the State of Florida, and its governing law is the Florida Limited Liability Company Act.
2. The Corporation shall be merged into the Company, pursuant to the provisions of the laws of the State of Florida, and the Company shall be the surviving entity when the merger becomes effective. The Company is sometimes hereinafter referred to as the "surviving entity" and shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Florida Statutes. The separate existence of the Corporation which is sometimes hereinafter referred to as the "non-surviving entity", shall cease when the merger becomes effective in accordance with the laws of Florida.
3. The Articles of Organization of the surviving entity when the merger becomes effective shall be the Articles of Organization of said surviving entity and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.
4. The present operating agreement of the surviving entity will be the operating agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.
5. The management of the surviving entity when the merger becomes effective shall be vested in one (1) manager whose name and business address is as follows:

Leslie S. Strasberg
2105 N. Park Avenue
Winter Park, 32789

Such manager shall continue as manager to the extent provided in the operating agreement of the surviving entity.

6. The outstanding member interests of the surviving entity shall not be converted or exchanged in any manner, but shall continue to represent outstanding member interests of the surviving entity. The issued and outstanding and the authorized but unissued shares of the Company shall be canceled as of the filing of the Articles of Merger.

7. The merger shall be effective upon the filing of articles of merger (the "Effective Date").