

L00000015688

Kalis & Kleiman P.A.
7320 Griffin Road, Suite 109
Davie, Florida 33314

Neal R. Kalis
M. Scott Kleiman
Virginia D. Stow

Telephone (954) 791-0477
Fax (954) 791-0506
E-mail KalisKleiman@kaliskleiman.com

February 14, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800004961358--3
-02/20/02--01021--015
*****85.00 *****85.00

Re: L&N Development, a Florida General Partnership and
Three-N Development, LLC, a Florida limited liability company
Articles of Merger and Plan of Merger

Dear Sir/Madam:

800004961358--3
-03/01/02--01030--006
*****50.00 *****25.00

Please find enclosed an original and one copy of the Articles of Merger and Plan of Merger with regard to the above. Please file the original and return two certified copies of the Articles of Merger and Plan of Merger to me. Our check in the amount of \$85.00 is enclosed to cover the cost for filing and two certified copies.

Very truly yours,

Pat Caphton
Pat Caphton, Paralegal
for NEAL R. KALIS

FILED
02 FEB 18 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.

cc: L&N Development (no encls.)
Three-N Development, LLC (no encls)
PC
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FF \$ 50
Jee's 60

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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>
L&N Development, a Florida General Partnership 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>None</u>	Broward County, FI	General Partnership FEI Number: <u>59-2539131</u>
Three-N Development, LLC., a Florida limited liability company 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>L00000015688</u>	Broward County, FI	Limited Liability Company FEI Number: <u>59-2539131</u>

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>
Three-N Development, LLC., a Florida limited liability company 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>L00000015688</u>	Broward County, FI	Limited Liability Company FEI Number: <u>59-2539131</u>

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 operating agreement or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

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

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

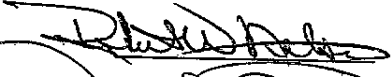
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TALLAHASSEE, FLORIDA

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ELEVENTH: Signature(s) for each Party:

Name of Entity Signature(s) Typed or Printed Name of Individual

L&N Development,
a Florida general
partnership  Robert W. Nelson

 Darci A. Nelson

 Violet Nelson Carlburg

Three-N Development,
LLC., a Florida limited
liability company  Robert W. Nelson

 Darci A. Nelson

 Violet Nelson Carlburg

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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>
L&N Development, a Florida General Partnership	Broward County, Florida
Three-N Development, LLC., a Florida limited liability company	Broward County, Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Three-N Development, LLC.	Broward County, Florida

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

The terms are that Three-N Development, LLC., a Florida limited liability company, shall receive all assets and assume all liabilities including, but not limited to, all interests and obligations of L&N Development, a Florida General Partnership upon merger of L&N Development with Three-N Development, LLC.

The conditions are receipt of written consents of each partner of the general partnership and each member of the limited liability company to the merger, and that the general partners of L&N Development will maintain the same ownership percentage interest as members in Three-N Development, LLC. as they have as general partners in L&N Development.

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:

The manner is by merging L&N Development with Three-N Development, LLC. by filing Articles of Merger.

The basis for the merger is L&N Development and its general partners desire to avail themselves of the benefits afforded by the laws of the State of Florida applicable to limited liability companies.

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, in cash or other property are as follows:

In accordance with the Operating Agreement of Three-N Development LLC.

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

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more members, the name(s) and address(es) of the member(s) are as follows:

Robert W. Nelson
313 Mallard Road
Weston, FL 33326

Darci Nelson
313 Mallard Road
Weston, FL 33326

Violet Nelson Carlburg
1360 Seabay Road
Weston, FL 33326

SEVENTH: All statements that are required by the laws of the jurisdiction(s) 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:

ARTICLES OF MERGER
Merger Sheet

MERGING:

L & N DEVELOPMENT, A FLORIDA ENTITY

INTO

THREE-N DEVELOPMENT, LLC, a Florida entity, L00000015688

File date: February 18, 2002

Corporate Specialist: Tammi Cline