

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173.

FILING COVER SHEET  
ACCT. #FCA-14

**L01000003685**

CONTACT: CINDY HICKS

DATE: 2-28-02

REF. #: 0162 5221

CORP. NAME: Red Rose, LLC into  
Paramount Properties, LLC

02 FEB 28 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

000005026170--0  
-02/28/02--01022--030  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

STATE FEES PREPAID WITH CHECK# 501674 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING    ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

Examiner's Initials

RECEIVED  
02 FEB 28 AM 10:20  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATE & BUSINESS SERVICES

20822

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RED ROSE, LLC, A FLORIDA ENTITY, L02000002776

INTO

**PARAMOUNT PROPERTIES, LLC**, a Florida entity, L01000003685

File date: February 28, 2002

Corporate Specialist: Trevor Brumbley

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
TO MERGE  
RED ROSE, LLC LD200002776  
INTO  
PARAMOUNT PROPERTIES, LLC LD1000003085**

RED ROSE, LLC, a Florida limited liability company ("Red Rose") and PARAMOUNT PROPERTIES, LLC, a Florida limited liability company ("Paramount") execute the following Articles of Merger pursuant to Section 608.4832 of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "LLC Act"), to effectuate a merger of Red Rose with and into Paramount (the "Merger"):

**ARTICLE I  
PLAN OF MERGER**

The plan of merger of Red Rose into Paramount (the "Plan of Merger") is as follows:

1.1 **Parties to Merger.** The parties to the Merger are Red Rose and Paramount (together, the "Companies").

1.2 **The Merger.** Subject to the terms and conditions of this Plan of Merger and in accordance with the LLC Act, which permits this Plan of Merger, Red Rose will be merged with and into Paramount as of the Effective Time of the Merger specified in Article II below.

1.3 **Merger Consideration; Cancellation of Membership Units.** The membership units of Red Rose that are issued and outstanding immediately prior to the Effective Time (collectively, the "Red Rose Units"), which Red Rose Units are owned of record by the sole member of Red Rose, shall be converted into a right to receive the cash consideration set forth in the Agreement and Plan Merger dated as of February 5, 2002, among Red Rose, Red Rose's sole member, and Paramount. As of the Effective Time, all of the Red Rose Units will be retired and cancelled pursuant to the Merger, without any action by Paramount or Red Rose, and no membership units of Paramount will be issuable with respect to the Red Rose Units that are retired and cancelled. The issued membership units of Paramount will not be converted or otherwise affected as a result of the Merger.

1.4 **Effects of Merger.** The Merger will have the legal effects prescribed by Section 608.4383 of the LLC Act.

1.5 **Bylaws and Articles of Incorporation.** No changes in the Articles of Organization or Operating Agreement of Paramount will be effected by the Merger. The Articles of Organization and Operating Agreement of Paramount as in effect as of the Effective Time will continue in full force and effect until otherwise altered, amended, or repealed in accordance with their respective provisions and applicable law.

1.6 **Management.** Following the Merger, the management of Paramount shall remain vested in the members of Paramount.

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JAILAH WASSER  
FLORIDA

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1.7 **Further Assurances.** At any time and from time to time after the Effective Time, at the request of Paramount or any assignee or successor of it, the members of Red Rose immediately prior to the Merger shall execute and deliver to Paramount any new, additional, or confirmatory deed, agreement, instrument, or other document, and take or cause to be taken all further action, as is necessary or appropriate to vest, record, confirm, perfect, or otherwise establish Paramount's right, title, and interest in and to all rights, powers, property, franchises, immunities, and privileges of Red Rose or to otherwise carry into effect the intent and purposes of this Plan of Merger.

1.8 **Amendment.** A waiver, amendment, modification, or termination of this Plan of Merger or any provision of it will be valid and effective only if approved in writing by the sole member of Paramount.

## **ARTICLE II** **EFFECTIVE DATE OF MERGER**

The Merger will become effective (the "Effective Time") as of the date and time when these Articles of Merger are filed with the Secretary of State of Florida.

## **ARTICLE III** **APPROVAL OF MERGER AND PLAN OF MERGER**

The Merger and Plan of Merger were adopted by Red Rose, pursuant to an action by written consent of the members of Red Rose, dated as of February 27, 2002, and by Paramount, pursuant to an action by written consent of the sole member of Paramount, dated as of February 27, 2002. Each member of Red Rose and Paramount waived any statutory requirement that a copy of the Plan of Merger be mailed to him or her. Each undersigned individual is authorized to execute these Articles of Merger.

## **ARTICLE IV** **COUNTERPART SIGNATURES**

These Articles of Merger may be executed in counterparts, each of which when executed and delivered shall be deemed an original, and such counterparts together shall constitute one and the same instrument. Signature pages may be detached from the counterparts and attached to a single copy of these Articles of Merger to physically form one document.

[Signature pages to follow]

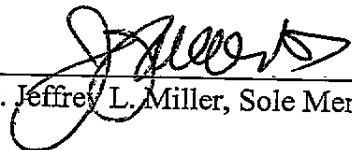
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TALLAHASSEE, FLORIDA

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**SIGNATURE PAGE TO ARTICLES OF MERGER**

Executed: February 27, 2002.

**RED ROSE, LLC**

By:   
Dr. Jeffrey L. Miller, Sole Member

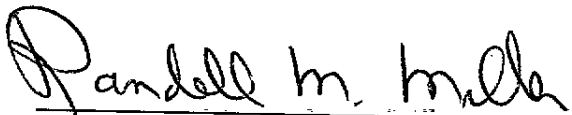
STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing Articles of Merger were acknowledged before me on February 27, 2002, by Dr. Jeffrey L. Miller, as the sole member of **RED ROSE, LLC**, a Florida limited liability company, on behalf of the company. He is personally known to me or produced \_\_\_\_\_ as identification.



Randell M. Miller  
Commission # CG 897892  
Expires Jan. 22, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public

Randell m. miller  
(Print, Type or Stamp Name)

My Commission Expires:

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SIGNATURE PAGE TO ARTICLES OF MERGER**

Executed: February 27, 2002.

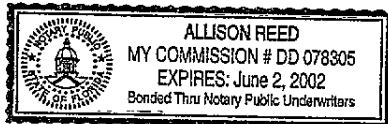
**PARAMOUNT PROPERTIES, LLC**

By: [Signature]  
Dr. Nicholas M. Kavouklis, Authorized Member

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Merger were acknowledged before me on February \_\_, 2002, by Dr. Nicholas M. Kavouklis, as an authorized member of **PARAMOUNT PROPERTIES, LLC**, a Florida limited liability company, on behalf of the company. He is personally known to me or produced \_\_\_\_\_ as identification.



[Signature]  
Notary Public

Allison Reed  
(Print, Type or Stamp Name)

My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA