



LO1000005224

ACCOUNT NO. : 072100000032

REFERENCE : 205512 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 2001

ORDER TIME : 3:46 PM

ORDER NO. : 205512-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq  
Muller & Lipson, P.a.  
Suite 1550  
9350 South Dixie Highway  
Miami, FL 33156

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-07/02/01--01001--024  
\*\*\*\*157.50 \*\*\*\*\*90.00

ARTICLES OF MERGER

PETERSON'S H-D REALTY, INC.

INTO

D & D REALTY, L.L.C.

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 29 PM 4: 38  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

01 JUN 29 AM 11: 16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

SB  
1027

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PETERSON'S H-D REALTY, INC., A FLORIDA CORPORATION,  
P93000063606

INTO

**D & D REALTY, L.L.C.**, a Florida entity, L01000005224

File date: June 29, 2001

Corporate Specialist: Trevor Brumbley

**Plan and Articles of Merger**

The following constitutes a plan of merger in accordance with Florida Statutes §§608.438(3) and 607.1108 and articles of merger prepared for filing in accordance with Florida Statutes §§608.4382 and 607.1109. In this merger, Peterson's H-D Realty, Inc., a corporation formed under the laws of the State of Florida, will merge into D & D Realty, L.L.C., a limited liability company formed under the laws of the State of Florida, which will be the surviving entity.

PA3000003006      L01000005224

**1. Terms and Conditions of Merger.**

The merger shall take effect upon ~~the later of the~~ filing these articles of merger with the Secretary of State, State of Florida.

**2. Manner and Basis of Converting Interests and Shares.**

Immediately prior to this merger, the only member of D & D Realty, L.L.C. is Peterson's H-D Realty, Inc., and the only shareholder of Peterson's H-D Realty, Inc. is Peterson's Holdings, Inc. As a result of this merger, the shares of the shareholder of Peterson's H-D Realty, Inc. will be converted into the member interest in D & D Realty, L.L.C., the surviving entity. There are no and shall be no continuing rights to acquire interests or shares in either company.

**3. Articles of Organization and Operating Agreement of the Surviving Entity.**

The surviving entity is D & D Realty, L.L.C., a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of D & D Realty, L.L.C., the surviving entity, is not vested in one or more managers.

**4. Effective Date of the Merger.**

The merger shall be effective on ~~the later of the~~ date of filing these articles of merger with the Secretary of State, State of Florida.

**5. Provision Authorizing Abandonment.**

Neither party to this merger is authorized to abandon the proposed merger.

**6. Approval.**

This plan of merger was approved by the limited liability company in accordance with the applicable provisions of Chapter 608 of the Florida Statutes and by the corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

WITNESS our signatures this 29<sup>th</sup> day of June, 2001.

D & D Realty, L.L.C.

Peterson's H-D Realty, Inc.

By: Philip S. Peterson  
Philip S. Peterson

By: Philip S. Peterson  
Philip S. Peterson, its President

01 JUN 29 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED