



L010000008326

ACCOUNT NO. : 072100000032

REFERENCE : 166939 4336650

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ ~~88.75~~ 90.00

ORDER DATE : May 30, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 166939-010

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan
Baker & McKenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 30 AM 11:32
NOT RECORDED
TO AGENCY OF FILING
SUFFICIENCY OF FILING

ARTICLES OF MERGER

NEWPORT CENTER BP CORPORATION

INTO

NEWPORT CENTER BP LLC

APPROVED
AND
FILED
01 MAY 30 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100004334391--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DB
6-1-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEWPORT CENTER BP CORPORATION, A FLORIDA ENTITY, P99000045522

INTO

NEWPORT CENTER BP LLC, a Florida entity, L01000008326

File date: May 30, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2001

CSC
DEBORAH SCHRODER

SUBJECT: NEWPORT CENTER BP LLC
Ref. Number: L01000008326

We have received your document for NEWPORT CENTER BP LLC and the authorization to debit your account in the amount of \$68.75. However, the document has not been filed and is being returned for the following:

The fee to file the merger and receive a certified copy is \$90.00 (\$35.00 for the corporation, \$25.00 for the limited liability company and \$30.00 for the certified copy).

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumley
Document Specialist

Letter Number: 201A00032938

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

**Newport Center BP Corporation,
a Florida corporation**

AND

**Newport Center BP LLC,
a Florida limited liability company**

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), **Newport Center BP Corporation**, a Florida Corporation (the "Merging Corporation"), and **Newport Center BP LLC**, a Florida limited liability company (the "Surviving Company") adopted on the 29th day of May 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the **Newport Center PB LLC** provisions of the FBCA and the Act, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Newport Center BP Corporation 3710 N. 37 th Terrace Hollywood, Florida 33021	Florida	Corporation

Florida Document/
Registration Number: **P99000045520**

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Newport Center BP LLC 3710 N. 37 th Terrace Hollywood, FL 33021	Florida	Limited Liability Company

Florida Document/
Registration Number: **L0000008326**

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TALLAHASSEE, FLORIDA

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THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the Act, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 608.4381, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on May 29, 2001.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this ____ day of May 2001.

NEWPORT CORPORATION CENTER BP

By: 
Leo Ghitis, President

NEWPORT CENTER BP LLC

By: 
Leo Ghitis, Manager

01 MAY 30 4:18:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between Newport Center BP Corporation, a Florida corporation (the "Merging Corporation"), and Newport Center BP LLC, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Company with and into the Company (the "Merger")

NOW, THEREFORE, Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), by Section 608.438 of the Florida Limited Liability Company Act (the "Act"), and upon the terms and subject to the conditions herein

1 Merger At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the Act (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of Company have consented to the Merger

2 Governing Documents.

a. The Articles of Organization of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law

b. The Limited Liability Company Operating Agreement of the Company as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law

3 Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4 Name. The name of the Surviving Company shall be Newport Center BP LLC.

5 Addresses The address of Merging Corporation is 3710 N 37th Terrace, Hollywood, FL 33021. The address of the Company is and shall be maintained at 3710 N 37th Terrace, Hollywood, FL 33021.

6 Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 3710 N 37th Terrace, Hollywood, FL 33021 and the

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name of the Registered Agent of the Company at such office shall be **Leo Ghitis**. The Registered Agent shall keep and maintain at such address the records of the Company required to be kept and maintained at such address by the Act.

7 Succession At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company

8 Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof

(a) The 100 shares of Common Stock, \$.01 par value per share, of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into 10,000 shares of the Surviving Company. No other shares of stock of Merging Corporation are outstanding at the time of the Merger.

(b) The total number of shares the Company is authorized to issue is 20,000, of which 10,000 shall be issued and outstanding.

(c) Pursuant to Sections 607 1301 through 607 1320 of the FBCA and Section 608 4384 of the Act, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9 Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida

10 Managers of Company. The Company is managed by a Board of Managers. The name and address of each manager of the Board of Managers of the Company is as follows:

Leo Ghitis
3710 N 37th Terrace
Hollywood, FL 33021

11 Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

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12 Abandonment or Amendment At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13 Approval of the Shareholders and the Board of Directors and of the Members and the Board of Managers This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and by the Board of Directors of Merging Corporation and by all of the members and by the Board of Managers of Surviving Company.

14. Costs All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15 Procedure Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement

16 Governing Law This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida

17 Headings The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on May 25, 2001.

Newport Center BP Corporation, a Florida corporation

By

Leo Ghitis, President

Newport Center BP LLC, a Florida limited liability company

By

Leo Ghitis, President of Newport Center BP Holding Corporation, a Florida corporation, Member

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