



L01000013450

ACCOUNT NO. : 072100000032

REFERENCE : 416840 7229347

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 90.00

ORDER DATE : August 13, 2001

ORDER TIME : 10:41 AM

ORDER NO. : 416840-010

CUSTOMER NO: 7229347

700004530007--9

CUSTOMER: Ms. Anna Krimshstein
Kilpatrick Stockton LLP
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

ARTICLES OF MERGER

PALM BEACH AD GROUP, INC.

INTO

PALM BEACH AD GROUP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

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AND
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01 AUG 13 PM 3:29
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 AUG 13 AM 11:34
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 13, 2001

CSC
NORMA HULL

SUBJECT: PALM BEACH AD GROUP, LLC
Ref. Number: L01000013450

We have received your document for PALM BEACH AD GROUP, LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The page that is titled "AGREEMENT AND PLAN OF REORGANIZATION" needs to be re-titled "PLAN OF MERGER".

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 701A00046320

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM BEACH AD GROUP, INC., A FLORIDA ENTITY, P99000040024

INTO

PALM BEACH AD GROUP, LLC, a Florida entity, L01000013450

File date: August 13, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

of

PALM BEACH AD GROUP, INC.
(a Florida Corporation)

PP910000840024

With and Into

PALM BEACH AD GROUP, LLC
(a Florida Limited Liability Company)

LD1000013450

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 "FLLCA"), Palm Beach Ad Group, Inc., a Florida Corporation ("Palm Beach Inc.") and Palm Beach Ad Group, LLC, a Florida limited liability company ("Palm Beach LLC") adopted on the 10th day of August, 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and FLLCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Reorganization (the "Plan of Reorganization"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA and Section 608.4381 of the FLLCA, provides for the merger of Palm Beach Inc. with and into Palm Beach LLC, with Palm Beach LLC as the surviving corporation (the "Merger").

ARTICLE II

The Plan of Reorganization was duly approved by a unanimous written consent executed by all of the shareholders and all the members of the Board of Directors of Palm Beach Inc. and a unanimous written consent executed by all the managers of the Board of Managers of Palm Beach LLC, respectively, pursuant to Sections 607.0704, 607.0821, 607.1103 of the FBCA and Section 608.4381 of the FLLCA on the 10th day of August, 2001.

ARTICLE III

Of the 1,000 issued and outstanding shares of capital stock, no par value per share, of Palm Beach Inc. entitled to vote as a class upon the Plan of Reorganization had the Plan of

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Reorganization been submitted to a vote of said class pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by unanimous written consent in accordance with Section 607.0704 of the FBCA on the 10th day of August, 2001.

The number of shares/membership interests outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for Palm Beach Inc. and Palm Beach LLC, respectively, are as follows:

<u>Name of Corporation</u>	Number of Shares/Membership Interest
	<u>Outstanding</u>
Palm Beach Inc.	1,000
Palm Beach LLC	1

The number of shares/membership interests of Palm Beach Inc. and Palm Beach LLC that voted for and against the Merger, and the number of shares of each class, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	Number of Shares Voted	
	<u>For</u>	<u>Against</u>
Palm Beach Inc.	1,000	0
Palm Beach LLC	1	0

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ARTICLE IV

The Merger shall be effective on the day of the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and Palm Beach Inc. shall be merged with and into Palm Beach LLC in accordance with the terms and conditions of the Plan of Reorganization.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 10th day of August, 2001.

PALM BEACH AD GROUP, INC. (a
Florida Corporation)

By: _____

Harvey E. Smith

PALM BEACH ADD, LLC (a Florida
limited liability company)

By: _____

Harvey E. Smith

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AGREEMENT AND PLAN OF MERGER

Palm Beach Ad Group, Inc., a Florida corporation, and **Palm Beach Ad Group, LLC**, a Florida limited liability company enter into this Agreement and Plan of Merger on this 10th day of August, 2001.

RECITAL

The Board of Directors of Palm Beach Ad Group, Inc. ("Palm Beach Inc.") and Board of Managers of Palm Beach Ad Group, LLC ("Palm Beach LLC") deem it advisable and in the best interest of said corporations and their respective shareholders and members that Palm Beach Inc. merge with and into Palm Beach LLC.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Palm Beach Inc. shall be merged into Palm Beach LLC in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "FBCA") and Florida Limited Liability Company Act, as amended (the "FLLCA"), and upon the following terms and conditions:

TERMS

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, Palm Beach Inc. shall merge into and become a part of Palm Beach LLC ("Surviving Entity"). Upon the effective date of the Merger, the separate corporate existence of Palm Beach Inc. shall cease.

2. **Changes to Officers.** The Surviving Entity shall be managed by Harvey E. Smith, manager, whose address is 5891 S. Military Trail, Suite 5-A, Lake Worth, Florida, until his successors are duly elected and qualified.

3. **Representations and Warranties.**

(a) Palm Beach Inc. represents and warrants as follows:

(1) Organization and Good Standing. Palm Beach Inc. is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Palm Beach Inc. have been duly and validly authorized and approved by all necessary corporate and shareholder action.

(b) Palm Beach LLC represents and warrants as follows:

(1) Organization and Good Standing. Palm Beach LLC is a limited liability company duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this

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Agreement and Plan of Merger by Palm Beach LLC have been duly and validly authorized and approved by all necessary corporate and manager action.

4. **Effects of Merger.** The Merger shall have the effect provided therefor by Florida law. As of the effective date of the Merger, Palm Beach LLC shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Palm Beach Inc.; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Palm Beach Inc., shall be deemed to be transferred to and vested in Palm Beach LLC without further act or deed, and the title to any property or any interest therein, vested in Palm Beach Inc., shall not revert to or be in any way impaired by reason of the Merger.

Palm Beach LLC shall be responsible and liable for all the liabilities and obligations of Palm Beach Inc.; and any claims existing by or against Palm Beach Inc. may be prosecuted to judgment as if the Merger had not occurred, or Palm Beach LLC may be substituted in the place of Palm Beach Inc. The rights of any creditors of Palm Beach Inc. shall not be impaired by the Merger. Palm Beach LLC shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Palm Beach Inc.

5. **Share Conversion.** Upon the effective date of the Merger, all the outstanding shares of stock of Palm Beach Inc. shall be surrendered and canceled and the sole shareholder of Palm Beach Inc. shall receive membership interest in Palm Beach LLC.

6. **Further Assurances.** If at any time Palm Beach LLC 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 Palm Beach LLC the title to any property or rights of Palm Beach Inc. or to otherwise carry out the provisions hereof, the proper officers and directors of Palm Beach Inc. 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 Palm Beach LLC and to otherwise carry out the provisions hereof.

7. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the State of Florida, Office of the Secretary of State, 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.

8. **Approval of Sole Shareholder, Board of Directors and Board of Managers.** This Agreement and Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the sole Shareholder, by the Board of Directors of Palm Beach Inc. and the Board of Managers of Palm Beach LLC.

9. **Costs.** All costs in connection with this Agreement and Plan of Merger will be paid by Palm Beach Inc.

10. **Payment of Dissenters.** Pursuant to Fla. Stat. §§ 607.1302 and 608.4384, there are no dissenting shareholders and members since the sole shareholder of Palm Beach Inc. and sole member/manager of Palm Beach LLC have consented to this Agreement and Plan of Merger.

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11. **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 Agreement and Plan of Reorganization and the transactions contemplated hereby.

12. **Tax Consequences.** It is the express intent and purpose of this Agreement and Plan of Reorganization that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Agreement and Plan of Reorganization shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization. Notwithstanding, the failure of this transaction to qualify as a tax-free reorganization shall not give rise to a cause of action by the sole shareholder and the sole member against the corporations involved in this transaction, or against any person involved in this transaction.

Palm Beach Ad Group, Inc., a Florida corporation

By: 

Harvey E. Smith, President

Palm Beach Ad Group, LLC, a Florida limited liability company

By: 

Harvey E. Smith, President

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