

# LO1000021797

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**MERGER OR SHARE EXCHANGE**  
**MIAMI RIVER PARTNERS, LLC**

*LO1-21797*

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*eff. 1-1-02*  
12/20/2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MIAMI RIVER PARTNERS, INC. a Florida entity P98000040135

INTO

MIAMI RIVER PARTNERS, LLC, a Florida entity, L01000021797

File date: December 20, 2001, effective January 1, 2002

Corporate Specialist: Tammi Cline

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**ARTICLES OF MERGER**

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida statutes (2000).

**FIRST:**

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Miami River Partners, Inc: 1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304 Florida Document No.: P98000040135 FEIN: 65-0832864	Florida	Corporation

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**SECOND:**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Miami River Partners, LLC 1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304 Florida Document No.: <u>L01000021797</u>	Florida	Limited Liability Company

**THIRD:**

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between Miami River Partners, Inc., a Florida corporation (the "Merged Corporation") and Miami River Partners, LLC, a Florida limited liability company (the "Survivor").

**FOURTH:**

The Plan of Merger was approved by the Merged Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes (Florida Business Corporation Act) and by the Survivor in accordance with the applicable provisions of Chapter 608, Florida Statutes (Florida Limited Liability Company Act).

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FIFTH:

The merger that is the subject hereof is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or the Articles of Organization of the Survivor.

SIXTH:

The effective date of the merger shall be January 1, 2002.

SEVENTH:

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

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This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 20, 2001.

MIAMI RIVER PARTNERS, INC., a Florida corporation

By: [Signature]  
Glen R. Gilbert, Secretary

MIAMI RIVER PARTNERS, LLC,  
A Florida limited liability company

By: [Signature]  
Glen R. Gilbert  
Authorized Signatory of the Member

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of December 20, 2001, between MIAMI RIVER PARTNERS, INC., a Florida corporation (the "Merged Entity") and MIAMI RIVER PARTNERS, LLC, a Florida limited liability company (the "Survivor").

RECITALS

The board of directors and shareholders of the Merged Entity and the sole member of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective owners that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I  
THE MERGER

At the Effective Time (as defined in Article VI hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II  
THE SURVIVING LIMITED LIABILITY COMPANY

- A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.
- B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Survivor.
- C. At the Effective Time, the directors of the Merged Entity shall be relieved of their duties, as the Survivor shall be a member-run limited liability company.
- D. At the Effective Time, the officers of the Merged Entity shall be the officers of the Survivor until their successors are elected and have qualified.
- E. At the Effective Time, the name and address of the Registered Agent of the Survivor shall be Glen R. Gilbert, 1750 East Sunrise Blvd., Fort Lauderdale, Florida 33304.

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**ARTICLE III**  
**MANNER AND BASIS OF CONVERTING MEMBERS INTEREST**

At the Effective Time, the shares of the Merging Entity shall be automatically converted and exchanged for units of member interest in the Survivor and the membership interests of the Survivor issued and outstanding immediately following the Effective shall be unchanged by the Merger.

**ARTICLE IV**  
**EFFECT OF MERGER**

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

**ARTICLE V**  
**MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY**

The Survivor is a Florida limited liability company and it is to be managed by its members. The names and addresses of the members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Levitt, LLC, a Florida limited liability company	1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304

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**ARTICLE VI**  
**EFFECTIVE TIME**

As used in this agreement, the term "Effective Time" shall mean January 1, 2002.

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