

L01000022748

Florida Department of State

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Division of Corporations
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From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727)461-1818
Fax Number : (727)441-8617**MERGER OR SHARE EXCHANGE****GINSBURG OMEGA, LLC**

Certificate of Status	1
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\$ 180.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GINSBURG ALPHA, LLC, a Nevada entity, GINSBURG BETA, LLC, a Nevada entity, GINSBURG ALPHA, L.P., a Nevada entity

GINSBURG BETA, L.P. a Nevada entity, GINSBURG FAMILY HOLDINGS, LLC, a Nevada entity, GINSBURG FAMILY HOLDINGS, L.P., a Nevada entity.

INTO

GINSBURG OMEGA, LLC, a Florida entity, L01000022748

File date: December 31, 2001

Corporate Specialist: Shawn Logan

FILED
2001 OCT 31 PM 4:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

H01000124678 3

STATE OF FLORIDA
ARTICLES OF MERGER
OF

GINSBURG ALPHA, LLC, a Nevada limited liability company;
GINSBURG BETA, LLC, a Nevada limited liability company;
GINSBURG ALPHA, L.P., a Nevada limited partnership;
GINSBURG BETA, L.P., a Nevada limited partnership;
GINSBURG FAMILY HOLDINGS, LLC, a Nevada limited liability company; and
GINSBURG FAMILY HOLDINGS, L.P., a Nevada limited partnership
INTO
GINSBURG OMEGA, LLC, a Florida limited liability company

Pursuant to Chapters 608 and 620 of the Florida Business Corporations Act, the undersigned entities adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was approved and adopted by each limited liability company that is a party hereto in accordance with the applicable provisions of Chapter 608 of the Florida Business Corporations Act and is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was approved and adopted by each other entity that is a party hereto in accordance with the applicable provisions of Chapter 92A of the Nevada Revised Statutes.

THIRD: The effective date of these Articles of Merger shall be 5:00 P.M., December 31, 2001, ("Effective Date").

Signed this 24th day of December, 2001.

SURVIVING ENTITY:

GINSBURG OMEGA, LLC

By: 

ALAN H. GINSBURG, manager

MERGING ENTITIES:

GINSBURG ALPHA, LLC

By: GINSBURG FAMILY HOLDINGS, LLC

By: 

ALAN H. GINSBURG, manager

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2001 DEC 31 PM 4:59
DR. JOYCE E. JOHNSON
TALLAHASSEE, FLORIDA

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GINSBURG BETA, LLC

By: GINSBURG FAMILY HOLDINGS, LLC

By: ALAN H. GINSBURG, manager

GINSBURG ALPHA LIMITED PARTNERSHIP

By: ALAN H. GINSBURG, general partner

GINSBURG BETA, LP

By: ALAN H. GINSBURG, general partner

GINSBURG FAMILY HOLDINGS, LLC

By: ALAN H. GINSBURG, manager

GINSBURG FAMILY HOLDINGS, L.P.

By: GINSBURG FAMILY HOLDINGS, LLC

By: ALAN H. GINSBURG, manager

#256642 v1 - GINSBURG/articles of merger (Florida)

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JOHN JOHNSON & ASSOCIATES
ALLAHAMSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 24th day of December, 2001, by and among the following named entities (hereinafter collectively referred to as the "Constituent Entities"):

I - SURVIVING ENTITY

Ginsburg Omega, LLC, a Florida limited liability company ("Surviving Entity").

Date of Organization: December 31, 2001

II - MERGED ENTITIES

1. Ginsburg Alpha, LLC, a Nevada limited liability company ("Alpha LLC").

Date of Organization: December 4, 1986

2. Ginsburg Beta, LLC, a Nevada limited liability company ("Beta LLC").

Date of Organization: October 24, 1980

3. Ginsburg Alpha Limited Partnership, a Nevada limited partnership ("Alpha LP").

Date of Organization: March 22, 1982

4. Ginsburg Beta, L.P., a Nevada limited partnership ("Beta LP").

Date of Organization: December 5, 1982

5. Ginsburg Family Holdings, LLC, a Nevada limited liability company ("Family Holdings").

Date of Organization: December 5, 1982

All such entities are individually referred to as "Merged Entity," or, collectively as "Merged Entities."

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WITNESSETH:

WHEREAS, the Merged Entities are entities duly organized and existing under the laws of the State of Nevada. Their respective dates of organization are described above;

WHEREAS, the Surviving Entity is an entity duly organized and existing under the laws of the State of Florida. Its date of organization is described above;

WHEREAS, each of the Constituent Entities is owned, directly and indirectly, by the same individuals;

WHEREAS, each of the Constituent Entities has its business office located at 1551 Sandspur Road, FL 32751;

WHEREAS, the Constituent Entities have determined that the costs associated with the multiple business records, accounting records, tax records and legal records have become an increasing burden on the Constituent Entities, and that it would be in their mutual best interests to combine their business operations upon the terms and conditions set forth herein;

WHEREAS, the manager of the Surviving Entity and the managers and partners of the Merging Entities deem it advisable that the Constituent Entities merge into a single surviving entity under the laws of the State of Florida, and that said Surviving Entity shall not be a new entity but shall be the Surviving Entity, and its existence as a continuing entity under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the entire outstanding capital stock of the Constituent Entities is held as follows:

<u>Name of Entity</u>	<u>Owner</u>	<u>Ownership</u>
1. Alpha LLC	Ginsburg Family Holdings, LLC	100%
2. Beta LLC	Ginsburg Family Holdings, LLC	100%
3. Alpha LP	Harriet Ginsburg - L.P. Interest Ginsburg Alpha LLC - G.P. Interest	100% 100%
4. Beta LP	Alan H. Ginsburg - L.P. Interest Ginsburg Beta LLC - G.P. Interest	100% 100%
5. Ginsburg Family Holdings, LLC	Alan H. Ginsburg	100%
6. Ginsburg Family Holdings, LLC	Ginsburg Family Holdings, LLC - G.P. Interest Ginsburg Alpha LLC - L.P. Interest	100% 100%

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapters 608 and 620 of the Florida Statutes, as amended, and Chapter 92A of the Nevada Revised Statutes, that the Constituent Entities shall be, and they are hereby merged into a single entity, the Surviving Entity, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Constituent Entities shall be as hereinafter set forth.

ARTICLE I EXISTENCE OF SURVIVING ENTITY

A. Upon the Merger becoming effective, the separate existence of the Merged Entities shall cease, and the Surviving Entity shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Entities, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Entity, and shall be thereafter as effectively the property of the Surviving Entity as they were of the Merged Entities, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Entities shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Entity; all rights of creditors and all liens upon the property of any of the Constituent Entities shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Entity shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II CERTIFICATE OF ORGANIZATION OF THE SURVIVING ENTITY

The name of the Surviving Entity shall be Ginsburg Omega, LLC. The Certificate of Organization of the Surviving Entity, shall be and remain the Certificate of Organization of the Surviving Entity, until the same shall be altered, amended or repealed.

ARTICLE III
OPERATING AGREEMENT OF SURVIVING ENTITY

The Operating Agreement of said Surviving Entity in effect at the time the Merger becomes effective shall be and remain the Operating Agreement of the Surviving Entity until the same shall be altered, amended or repealed.

ARTICLE IV
MANAGERS OF SURVIVING ENTITY

The Surviving Entity shall be manager managed.

ARTICLE V
MANNER OF CONVERTING OWNERS' INTEREST

The manner of converting the respective owners' interest in the Constituent Entities upon the Merger becoming effective shall be as follows:

- A. All ownership interest in the Merged Entities issued and outstanding at the time of the effective date of the merger shall be canceled.
- B. No further ownership interest of the Surviving Entity will be issued due to the commonality of ownership between the Merged Entities and the Surviving Entity.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING ENTITY

The registered office and registered agent of the Surviving Entity set forth in the Surviving Entity's Articles of Organization is as follows:

Alan H. Ginsburg

1551 Sandspur Road
Maitland, Florida 32751

ARTICLE VII
APPROVAL OF MERGER BY MEMBERS OF
SURVIVING ENTITY

The Articles of Merger and this Agreement and Plan of Merger have been approved by the Manager of the Surviving Entity, as provided by Chapter 608 of the Florida Statutes, on December 24, 2001.

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 CLERK OF SUPERIOR COURT
 ALABAMA, FLORIDA

ARTICLE VIII
APPROVAL OF MERGER BY MANAGERS AND PARTNERS OF
MERGED ENTITIES

The Articles of Merger and this Agreement and Plan of Merger have been approved by the managers and partners, as the case may be, of the Merged Entities, as provided by Nevada Revised Statutes, on on December 24, 2001.

ARTICLE IX
EFFECTIVE DATE OF MERGER

This Merger shall become effective on December 31, 2001, for tax and accounting purposes and shall become effective for purposes of Chapter 608 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING ENTITY:

GINSBURG OMEGA, LLC

By: _____

ALAN H. GINSBURG, manager

MERGING ENTITIES:

GINSBURG ALPHA, LLC

By: GINSBURG FAMILY HOLDINGS, LLC

By: _____

ALAN H. GINSBURG, manager

GINSBURG BETA, LLC

By: GINSBURG FAMILY HOLDINGS, LLC

By: _____

ALAN H. GINSBURG, manager

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 2001 DEC 31 PM 59
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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GINSBURG ALPHA LIMITED PARTNERSHIP

By: ALAN H. GINSBURG, general partner

GINSBURG BETA, LP

By: ALAN H. GINSBURG, general partner

GINSBURG FAMILY HOLDINGS, LLC

By: ALAN H. GINSBURG, manager

GINSBURG FAMILY HOLDINGS, L.P.

By: GINSBURG FAMILY HOLDINGS, LLC

By: ALAN H. GINSBURG, manager

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