

L020000002007

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

KCM LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$86.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

KCM PARTNERSHIP A FLORIDA ENTITY

INTO

KCM LLC, a Florida entity, L02000002007

File date: January 30, 2002

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER
OF KCM PROPERTIES
WITH AND INTO
KCM LLC**

The following Articles of Merger are being submitted in accordance with Sections 608.4382 and 620.8905, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KCM LLC 8201 W. McNab Road Tamarac, Florida 33321 Florida Document Registration No. L02000002007 Federal Employer ID No. 59-2183382	Florida	Limited Liability Company
KCM Partnership 8201 W. McNab Road Tamarac, Florida 33321 Florida Document Registration No. N/A Federal Employer ID No. 59-2183382	Florida	General Partnership

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KCM LLC 8201 W. McNab Road Tamarac, Florida 33321	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 620.8905, Florida Statutes, and was approved by each limited liability company and partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

The undersigned have executed these Articles of Merger as of January 18, 2002.

KCM LLC, a Florida limited liability company

By: [Signature]
Kenneth P. Keyes, Manager

By: [Signature]
Carey A. Keyes, Manager

KCM Partnership, a Florida general partnership

Kenneth P. Keyes Revocable Trust
u/a/d 11/5/99, General Partner

By: [Signature]
Kenneth P. Keyes, Trustee

Carey A. Keyes Revocable Trust u/a/d
6/15/99, General Partner

By: [Signature]
Carey A. Keyes, Trustee

[Signature]
Zachary Keyes, General Partner

[Signature]
Vanessa Goldstein, General Partner

[Signature]
Trevor Keyes, General Partner

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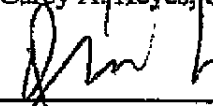
Alexis Keyes Trust created under the
Blanche F. Keyes Revocable Trust u/a/d
2/26/96, General Partner

By: 
Kenneth P. Keyes, Co-Trustee

By: 
Carey A. Keyes, Co-Trustee

Jessica Keyes Trust created under the
Blanche F. Keyes Revocable Trust
u/a/d 2/26/96, General Partner

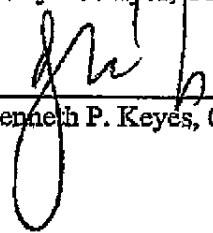
By: 
Carey A. Keyes, Co-Trustee

By: 
Kenneth P. Keyes, Co-Trustee

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Murray M. Keyes Revocable Trust
u/a/d 2/26/96, General Partner

By: 
Carey A. Keyes, Co-Trustee

By: 
Kenneth P. Keyes, Co-Trustee

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.8905, is being submitted in accordance with Sections 608.438 and 620.8905, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KCM LLC	Florida
KCM Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
KCM LLC 8201 W. McNab Road Tamarac, Florida 33321	Florida

THIRD: The terms and conditions of the merger are as follows:

On the Effective Date, KCM Partnership shall be merged with and into KCM LLC, with the effect provided by Florida Statutes, the separate existence of KCM Partnership shall cease, and KCM LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of KCM LLC as they exist on the Effective Date. In exchange for their partnership interests in KCM Partnership, the partners shall receive no additional consideration.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All capital account balances of KCM Partnership shall be added to the partners' respective capital accounts of KCM LLC. No other interests, shares, obligations or other securities shall be converted.

B. The members of KCM LLC are the same as the partners in KCM Partnership, in the same interests. No additional compensation shall be paid to the partners.

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C. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A.

FIFTH: KCM LLC, the surviving entity, shall be managed by one or more managers. The names and addresses of the managers are as follows:

Kenneth P. Keyes
8201 W. McNab Road
Tamarac, Florida 33321

Carey A. Keyes
8201 W. McNab Road
Tamarac, Florida 33321

The undersigned have executed this Plan of Merger as of January 28, 2002

KCM LLC, a Florida limited liability company

By: [Signature]
Kenneth P. Keyes, Manager

By: [Signature]
Carey A. Keyes, Manager

KCM Partnership, a Florida general partnership

Kenneth P. Keyes Revocable Trust
u/a/d 11/5/99, General Partner

By: [Signature]
Kenneth P. Keyes, Trustee

Carey A. Keyes Revocable Trust u/a/d
6/15/99, General Partner

By: [Signature]
Carey A. Keyes, Trustee

[Signature]
Zachary Keyes, General Partner

[Signature]
Vanessa Goldstein, General Partner

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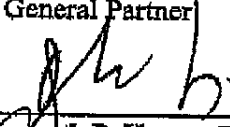
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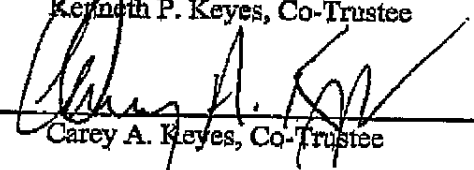
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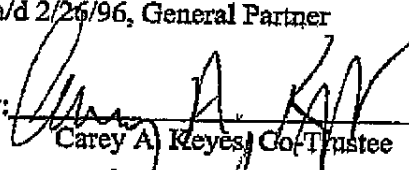

Trevor Keyes, General Partner

Alexis Keyes Trust created under the
Blanche F. Keyes Revocable Trust u/a/d
2/26/96, General Partner

By: 
Kenneth P. Keyes, Co-Trustee

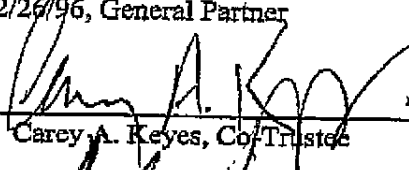
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Carey A. Keyes, Co-Trustee

By: 
Kenneth P. Keyes, Co-Trustee

Murray M. Keyes Revocable Trust
u/a/d 2/26/96, General Partner

By: 
Carey A. Keyes, Co-Trustee

By: 
Kenneth P. Keyes, Co-Trustee

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