

# 202000003663

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Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**SOUTH FLORIDA EVENT MANAGEMENT, LC**

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**FROM THE LAW OFFICES OF  
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100 SouthEast Second Street  
Miami, FL 33131-1101**

**OUR FAX NO.** 305-789-9201  
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**OUR FILE NO.:** 55590-1A SOUTH FLORIDA EVENT MANAGEMENT, LC  
**COMMENTS:** Fax Audit No. H02000042614 6  
Letter No. 602A00011124  
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Enclosed please find the corrected Articles of Merger and Plan of Merger, a copy of your letter referenced above, and the fax audit sheet. Please process accordingly.

**TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 9**

**DATE:** February 22, 2002

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 22, 2002

SOUTH FLORIDA EVENT MANAGEMENT, LC  
100 S.E. 2ND STREET  
17TH FLOOR  
MIAMI, FL 33131

SUBJECT: SOUTH FLORIDA EVENT MANAGEMENT, LC  
REF: LC2000003663

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FAX Aud. #: H02000042614  
Letter Number: 602A00011124

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CYNTHIA & ASSOCIATES, INC. A FLORIDA ENTITY

INTO

**SOUTH FLORIDA EVENT MANAGEMENT, LC**, a Florida entity, L02000003663

File date: February 22, 2002

Corporate Specialist: Agnes Lunt

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### ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 thereof:

**First:** The name, jurisdiction and state law classification of the surviving entity is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Classification</u>
South Florida Event Management, LC	Florida	Limited Liability Company

**Second:**

The name, jurisdiction and state law classification of the merging entity is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Classification</u>
Cynthia & Associates, Inc. 901-42288	Florida	Corporation

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on February 22, 2002

**Fifth:** Adoption of merger by the surviving entity:

The Plan of Merger was approved and adopted by the sole member of the surviving limited liability company, a member-managed limited liability company, on February 20, 2002 in accordance with the provisions of Chapter 608 of the Florida Statutes.

**Sixth:** Adoption of merger by the merging entity:

The Plan of Merger was approved and adopted by the sole shareholders and the sole director of the merging corporation on February 20, 2002 in accordance with the provisions of Chapter 607 of the Florida Statutes.

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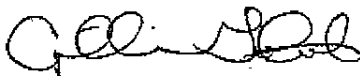
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**Seventh:** Signatures for each entity:

Name of Entity

South Florida Event Management, LC



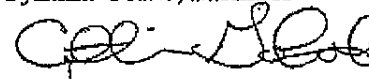
Cynthia & Associates, Inc.

Signature

Typed or Printed Name of

Individual and Title

Cynthia Golub, Member



Cynthia Golub, President

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## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 20th day of February, 2002, by and between CYNTHIA & ASSOCIATES, INC., a Florida corporation ("Merging Entity"), and SOUTH FLORIDA EVENT MANAGEMENT, LC, a Florida limited liability company ("Surviving Entity"), said entities hereinafter collectively referred to as "Constituent Entities."

## WITNESSETH:

WHEREAS, Surviving Entity was formed in the State of Florida on February 14, 2002, and is a member-managed limited liability company. All of the membership interests in the Surviving Entity are owned by a sole member.

WHEREAS, Merging Entity was duly incorporated in the State of Florida on April 26, 2001, and has authorized capital stock of one hundred (100) shares of common stock with a \$.10 par value per share (all of which are entitled to vote), and of which one hundred (100) shares of common voting stock are duly issued and outstanding; and

WHEREAS, the Board of Directors of Merging Entity and the Members of Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted Resolutions on February 20, 2002, which provide that pursuant to the applicable provisions of the Florida Business Corporation Act, Merging Entity shall be merged with and into Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall continue to be: SOUTH FLORIDA EVENT MANAGEMENT, LC

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. **MANAGEMENT BY SOLE MEMBER.** The sole Member of the Surviving Entity, a member-managed limited liability company in her capacity as Member, shall continue to manage the Surviving Entity as a member-managed limited liability company after the merger. The name and address of the sole Member is Cynthia Golub, at 650 West Ave. Miami Beach, FL 33139.

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7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

Since all of the issued and outstanding shares in the Merging Entity and all of the outstanding membership interests in the Surviving Entity are owned by the same persons in the same percentages, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interests of the shareholders of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Entity shall surrender his or her stock certificate or certificates to the Surviving Entity and such certificate or certificates shall be canceled. The then outstanding membership interests of the Surviving Entity shall continue thereafter to constitute all of the outstanding membership interests in the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all of the members of the Surviving Entity and by all of the shareholders and all of the directors of the Merging Entity.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF MEMBERS, DIRECTORS AND OFFICERS.** The Board of Directors and the proper officers of the Merging Entity and the Managers (Members) of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and

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documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on February 22, 2002 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The Board of Directors of the Merging Entity, and the sole Member of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective corporate names to be signed hereto, by their respective officers or members, as the case may be, who are duly authorized by the respective Board of Directors and shareholders of the Constituent Entities.

**MERGING ENTITY:**

CYNTHIA & ASSOCIATES, INC., a  
Florida corporation

By: Cynthia Golub

Cynthia Golub, President

Attest: Cynthia Golub

Cynthia Golub, Secretary

(Corporate Seal)

**SURVIVING ENTITY:**

SOUTH FLORIDA EVENT MANAGEMENT, LC,  
a Florida limited liability company

By: Cynthia Golub

Cynthia Golub, Member

Being the sole Member of the Surviving Entity, a  
member-managed limited liability company

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