

L0200009154

LAW OFFICES
HENRY P. TRAWICK, JR.
2005 WOOD STREET
SUITE 218
SARASOTA, FLORIDA 34237

PLEASE REPLY TO:
P. O. BOX 4009
SARASOTA, FLORIDA 34230

May 8, 2002

TELEPHONE (941) 366-0660
FAX (941) 366-8941

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

400005503754--9
-05/10/02--01089--004
****230.00 ****230.00

Re: 5151 Clark LLC

Gentlemen:

We enclose articles of merger for 5151 Clark LLC, TJU, Inc., JTU, Inc., Jirene Limited and Urfer Limited. You have told that the filing fee is \$200.00. We enclose this with our check for \$30.00 in addition for a certified copy of the articles of merger.

Please file these in the usual manner and return the certified copy to us.

Yours very truly,

Henry P. Trawick, Jr.

HPT/jam
enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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L02-9154
JR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 20, 2002

HENRY TRAWICK, JR.
2033 WOOD STREET, SUITE 218
SARASOTA, FL 34237

SUBJECT: 5151 CLARK LLC
Ref. Number: L02000009154

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for 5151 CLARK LLC and your check(s) totaling \$230.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

The articles of merger must reflect that the plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 402A00032191

LAW OFFICES
HENRY P. TRAWICK, P.A.
2033 WOOD STREET
SUITE 218
SARASOTA, FLORIDA 34237

PLEASE REPLY TO:
P. O. BOX 4009
SARASOTA, FLORIDA 34230

May 28, 2002

TELEPHONE (941) 366-0660
FAX (941) 366-8941

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: 5151 Clark LLC

Gentlemen:

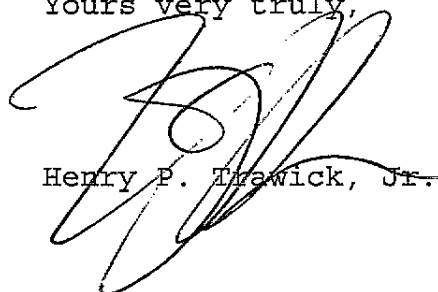
We enclose the original and one copy of the corrected articles of merger with a copy of your letter of May 20, 2002.

Our check representing the filing fee and certified copy fee has already been deposited according to your letter.

Please file these in the usual manner and return the certified copy to us.

If you have a question, please call.

Yours very truly,



Henry P. Trawick, Jr.

HPT/jam
enc.

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TALLAHASSEE, FLORIDA

5151 CLARK LLC
ARTICLES OF MERGER

L02-9154

BY THESE ARTICLES OF MERGER 5151 CLARK LLC, a Florida limited liability company, TJU, INC., a Florida corporation, JTU, INC., a Florida corporation, JIRENE LIMITED, a Florida limited partnership and URFER LIMITED, a Florida limited partnership merge into a Florida limited liability company to be named 5151 CLARK LLC.

1. PLANS OF MERGER. The plans of merger of each entity planning to merge are:

- (a) 5151 Clark LLC, a Florida limited liability company, whose principal office is at 5151 Clark Road, Sarasota, Florida 34233, shall not have its articles of organization or operating agreement changed, except that the operating agreement shall show the membership interests of TJU, Inc., JTU, Inc., Jirene Limited and Urfer Limited. 5151 Clark LLC shall be the surviving entity.
- (b) TJU, Inc., a Florida corporation, whose principal office is at 5151 Clark Road, Sarasota, Florida 34233, shall merge into 5151 Clark LLC. Its articles of incorporation and bylaws shall terminate. Its assets shall become the property of 5151 Clark LLC. Its obligations will become the obligations of 5151 Clark LLC. The board of directors of TJU, Inc. will cease to exist after the merger. The board of directors shall approve this plan and recommend its approval to the shareholders of TJU, Inc. On approval by the shareholders and the proper persons of each other entity, this plan shall be adopted and shall become effective for purposes of the merger. The shares of stock shall be converted to a membership interest in 5151 Clark LLC as provided in paragraph 2.
- (c) JTU, Inc., a Florida corporation, whose principal office is at 5151 Clark Road, Sarasota, Florida 34233, shall merge into 5151 Clark LLC. Its articles of incorporation and bylaws shall terminate. Its assets shall become the property of 5151 Clark LLC. Its obligations will become the obligations of 5151 Clark LLC. The board of directors of JTU, Inc. will cease to exist after the merger. The board of directors shall approve this plan and recommend its approval to the shareholders of JTU, Inc. On approval by the shareholders and the proper persons of each other

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entity, this plan shall be adopted and shall become effective for purposes of the merger. The shares of stock shall be converted to a membership interest in 5151 Clark LLC as provided in paragraph 2.

- (d) Jirene Limited, a Florida limited partnership, whose principal office is at 5151 Clark Road, Sarasota, Florida 34233, shall terminate its certificate of limited partnership and limited partnership agreement. The assets of Jirene Limited shall become the property of 5151 Clark LLC. The obligations of Jirene Limited shall become the obligations of 5151 Clark LLC. The interests of the general partner and limited partners of Jirene Limited shall be converted into membership interests of 5151 Clark LLC as provided in paragraph 2. The general partner shall recommend approval of this plan to the limited partners. Upon approval by the limited partners, this plan shall be adopted and shall become effective for purposes of the merger.

- (e) Urfer Limited, a Florida limited partnership, whose principal office is at 5151 Clark Road, Sarasota, Florida 34233, shall terminate its certificate of limited partnership and limited partnership agreement. The assets of Urfer Limited shall become the property of 5151 Clark LLC. The obligations of Urfer Limited shall become the obligations of 5151 Clark LLC. The interests of the general partner and limited partners of Urfer Limited shall be converted into membership interests of 5151 Clark LLC as provided in paragraph 2. The general partner shall recommend approval of this plan to the limited partners. Upon approval by the limited partners, this plan shall be adopted and shall become effective for purposes of the merger.

2. CONVERSION OF INTERESTS. The manner and basis of converting the interests of the shareholders of TJU, Inc. and JTU, Inc. and of the general and limited partners of Jirene Limited and Urfer Limited shall be:

- (a) The shareholders of TJU, Inc. shall each receive a 5% interest of 5151 Clark LLC until the interest is changed in the operating agreement of 5151 Clark LLC.
- (b) The shareholders of JTU, Inc. shall each receive a 5% interest of 5151 Clark LLC until the interest

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is changed in the operating agreement of 5151 Clark LLC.

- (c) Since the shareholders of TJU, Inc. and JTU, Inc. are the same and have received their conversion rights as provided above, the general partners entities themselves, TJU, Inc. and JTU, Inc. shall receive no additional interest in 5151 Clark LLC.
- (d) The limited partners of Jirene Limited and Urfer Limited shall each receive a 5% membership interest for their interest in each limited partnership.

3. EXECUTION OF DOCUMENTS. Each entity shall execute all instruments and documents that are necessary or proper to effect the orderly transfer of assets and obligations into 5151 Clark LLC. A copy of the articles of merger shall be recorded in the public records of Sarasota County, Florida to show the transfer of title to real property in the County to 5151 Clark LLC and may be recorded in other counties for the same purpose.

4. WARRANTY. Each entity warrants that:

- (a) its balance sheets, profit and loss statements and other financial information delivered to each other entity fairly represents the financial condition of the delivering entity;
- (b) since the date of delivery of the financial information, no material adverse change has occurred in its financial condition;
- (c) on the effective date of the merger it will have marketable title to all of its assets, free of liens or encumbrances, except those disclosed in the financial information;
- (d) no legal proceeding is pending against it that might or could result in a material adverse change in its business, operations, assets, obligations or financial condition;
- (e) it is an active entity; and
- (f) it has paid all taxes known to be due to any governmental authority or has made provision for payment.

5. PROHIBITED ACTIONS. Between the date of this agreement and the effective date of the merger no entity shall:

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- (a) issue or sell any stock, bonds or other securities;
- (b) incur any obligations or liabilities, except in the normal course of business;
- (c) discharge any lien or encumbrance or pay any obligation or liability other than current liabilities shown on the respective balance sheets and current liabilities incurred in the ordinary course of business since the dates of the balance sheets;
- (d) make any payment or distribution to stockholders, partners or members of any entity;
- (e) mortgage, pledge or otherwise encumber any of its assets;
- (f) sell or transfer any of its tangible assets or cancel any debts or claims, except in the ordinary course of business;
- (g) waive any right of substantial value;
- (h) enter into any transaction other than in the ordinary course of business.

6. ENTIRE AGREEMENT. This instrument contains the entire agreement among the parties. It shall not be changed except in writing signed by the parties. No representation or agreement that is not incorporated in the plan is valid. Paragraph captions are not a part of this plan.

7. GOVERNING LAW. This plan shall be governed by Florida law. This plan shall not be construed for or against a party because that party wrote it. Any action or proceeding arising from this plan shall be brought only in a state court of competent jurisdiction in Sarasota County, Florida.

8. TERMINATION. If a party to this plan fails to perform under it or one of the warranties under paragraph 4 is not true at any time before the merger is completed, any other party shall give the defaulting party notice, specifying the default. The defaulting party shall have 30 days within which to correct the default. If the defaulting party does not correct the default within the time allowed, the nondefaulting party may terminate this plan by another notice to that effect to the defaulting party.

9. REMEDIES. If this plan is not consummated by a merger for any reason, including the default of a party under it, the sole remedy of a party shall be to terminate the plan. Neither

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party shall be liable in damages or for any other relief to the other party as a result of the termination.

10. EFFECTIVE DATE. The effective date of the merger is the date of filing these articles.

11. APPROVALS. These articles have been approved by each entity on the dates specified below:

- (a) The plan of merger was approved by TJU, Inc. on May 7, 2002 in accordance with the provisions of Chapter 607 Florida Statutes.
- (b) The plan of merger was approved by JTU, Inc. on May 7, 2002 in accordance with the provisions of Chapter 607 Florida Statutes.
- (c) The plan of merger was approved by Jirene Limited on May 7, 2002 in accordance with the provisions of Chapter 620 Florida Statutes.
- (d) The plan of merger was approved by Urfer Limited on May 7, 2002 in accordance with the provisions of Chapter 620 Florida Statutes.
- (e) The plan of merger was approved by 5151 Clark LLC on May 7, 2002 in accordance with the provisions of Chapter 608 Florida Statutes.

12. MANAGERS. 5151 Clark LLC is not managed by one or more managers.

DATED on May 8, 2002.

5151 CLARK LLC

By 
As Manager

TJU, INC.

By 
As President

JTU, INC.

By 
As President

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JIRENE LIMITED

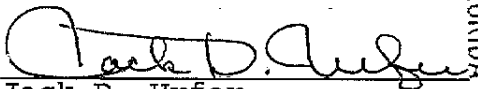
BY: TJU, INC.

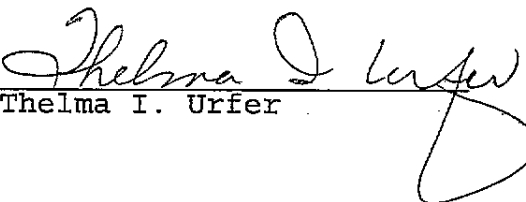
By 
As President

URFER LIMITED

BY: JTU, INC.

By 
As President


Jack D. Urfer


Thelma I. Urfer

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TJU, INC., JTU, INC., AND JIRENE LIMITED all Florida entities.

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INTO

5151 CLARK LLC, a Florida entity, L02000009154

File date: May 31, 2002

Corporate Specialist: Tammi Cline