

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Merger

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02 AUG 27 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1.) *University PLAZA, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS

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*****90.00 *****90.00

SPECIAL INSTRUCTIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

UNIVERSITY PLAZA, INC. A FLORIDA ENTITY

INTO

UNIVERSITY PLAZA, L.L.C., a Florida entity, L02000012361

File date: August 27, 2002

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
99-21070
L02-12361

ARTICLES OF MERGER
BETWEEN UNIVERSITY PLAZA, INC., a Florida Corporation
AND UNIVERSITY PLAZA, L.L.C., a Florida Limited Liability Company

WE, the undersigned, being the President and Secretary of University Plaza, Inc. and the Members of University Plaza, L.L.C., do hereby certify and agree as follows:

1. These Articles of Merger are executed in accordance with Section 607.1109 and the other relevant Sections of Chapter 607 and Section 608.4382 and the other relevant Sections of Chapter 608 of the Florida Statutes.
2. Plan of Merger adopted by the parties is attached hereto as Exhibit "A" and made a part hereof.
3. The Plan of Merger was approved by the shareholders and directors of University Plaza, Inc. in accordance with the provisions of Chapter 607 and by the Members of University Plaza, L.L.C. in accordance with the applicable provisions of Chapter 608.
4. The Merger shall be effective upon the filing of these Articles of Merger.

IN WITNESS WHEREOF, University Plaza, Inc. and University Plaza, L.L.C. pursuant to authority given by their Shareholders, Directors and Members, have executed these Articles of Merger this 29 day of July, 2002.

UNIVERSITY PLAZA, INC.
A Florida Corporation

By: HB PRES. (Seal)
HOWARD B. BERMAN, President

Michael J. Weill (Seal)
Attest: MICHAEL J. WEILL, Secretary

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UNIVERSITY PLAZA, L.L.C.
A Florida Limited Liability Company
By Its Members:

Howard B. Berman (Seal)
HOWARD B. BERMAN 13.0%

Steven B. Berman (Seal)
STEVEN B. BERMAN 9.0%

Harold A. Cohen (Seal)
HAROLD A. COHEN, Co-Trustee
of the Harold A. Cohen Trust
dated April 27, 1989

Gail D. Cohen (Seal)
GAIL D. COHEN, Co-Trustee 25.0%
of the Harold A. Cohen Trust
dated April 27, 1989

Beverly Jacobs (Seal)
BEVERLY JACOBS 5.0%

Drazia S. Rubenstein (Seal)
DRAZIA S. RUBENSTEIN, 13.0%
Trustee U/T/A March 18, 1994

Harvey Simon
HARVEY SIMON, as Tenant
by the Entireties

Sharon Simon (Seal)
SHARON SIMON, as Tenant 15.0%
by the Entireties

Michael J. Weil (Seal)
MICHAEL J. WEIL 10.0%

Sherra Weil (Seal)
SHERRA WEIL 10.0%

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Exhibit "A"

PLAN OF MERGER
BETWEEN UNIVERSITY PLAZA, INC., a Florida Corporation
AND UNIVERSITY PLAZA, L.L.C., a Florida Limited Liability Company

Pursuant to Section 607.1108 and Section 608.438 of the Florida Statutes, University Plaza, Inc., a Florida corporation and University Plaza, L.L.C. a Florida limited liability company do hereby adopt the foregoing Plan of Merger:

1. The parties to this Plan of Merger are University Plaza, Inc., a corporation duly formed and organized under the laws of the State of Florida and University Plaza, L.L.C., a limited liability company duly organized and existing under the laws of the State of Florida.
2. The surviving business entity shall be University Plaza, L.L.C. whose mailing address and street address is 3107 Stirling Road, Suite 204, Fort Lauderdale, Florida 33312.
3. On the Effective Date of Merger, the Stockholders Agreement and By-Laws of University Plaza, Inc. shall become the Operating Agreement for University Plaza, L.L.C., the surviving entity, until the same are altered, amended or repealed or until a new Operating Agreement shall be adopted in accordance with the provisions of Chapter 608 of the Florida Statutes.
4. The Merger provided for herein shall become effective at the close of business on the day that Articles of Merger are filed with the Secretary of State.
5. On the Effective Date of the Merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of University Plaza, Inc. including, without limitation, all right, title and interest in and to the real property described on Exhibit "A" attached hereto and made a part hereof shall be transferred to, vested in and shall evolve upon University Plaza, L.L.C., without further act or deed; and all property rights, privileges, and franchises shall be the property of University Plaza, L.L.C.
6. On the Effective Date of the Merger, each share of common stock of University Plaza, Inc. shall be cancelled and all rights in respect thereof, shall cease, each Member of University Plaza, L.L.C. shall have and retain the percentage of ownership reflected on Exhibit "B" of the Articles of Organization of University Plaza, L.L.C., filed with the Secretary of State on May 21, 2002.

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FLORIDA

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7. The business and affairs of University Plaza, L.L.C. shall be managed and all decisions shall be made the majority vote of the Members, each Member having one vote for each percentage vote (or the appropriate fraction thereof) of "percentage ownership" as reflected in its Articles of Organization.

Dated this 29 day of July, 2002

UNIVERSITY PLAZA, INC.
A Florida Corporation

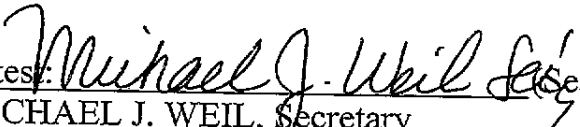
By:


HOWARD B. BERMAN, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Seal)

Attest:


MICHAEL J. WEIL, Secretary

(Seal)


UNIVERSITY PLAZA, L.L.C.
A Florida Limited Liability Company
By Its Members:


HOWARD B. BERMAN 13.0%

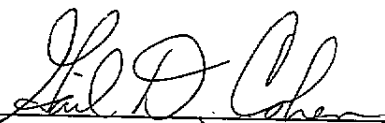
(Seal)



STEVEN B. BERMAN 9.0%

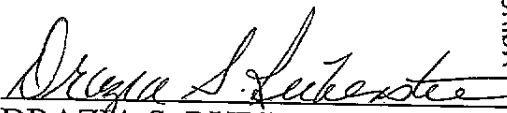
(Seal)



HAROLD A. COHEN, Co-Trustee
of the Harold A. Cohen Trust
dated April 27, 1989

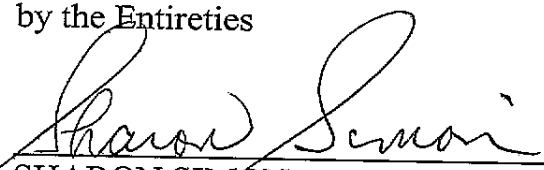
(Seal)

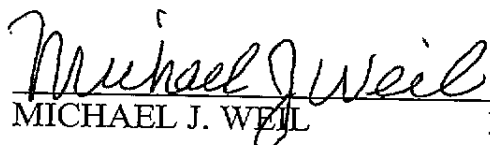

GAIL D. COHEN, Co-Trustee 25.0%
of the Harold A. Cohen Trust
dated April 27, 1989

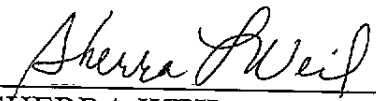

BEVERLY JACOBS


DRAZZA S. RUBENSTEIN, 13.0%
Trustee U/T/A March 18, 1994


HARVEY SIMON, as Tenant
by the Entireties


SHARON SIMON, as Tenant 15.0%
by the Entireties


MICHAEL J. WEIL 10.0%


SHERRA WEIL 10.0%

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

Tract B, less the South 400 feet thereof, BOULEVARD HEIGHTS, SECTION NINE, according to the Plat thereof, as recorded in Plat Book 61, at Page 47, of the Public Records of Broward County, Florida.

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