

L02000014580

ROBERT MARC SCHWARTZ, P.A.
ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
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102 North Swinton Avenue
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OF COUNSEL TO:
WEINER & ARONSON, P.A.

Phone: (561) 265-2666 Ext. 4
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August 1, 2002

Via UPS Next Day Air

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

500006899895--9
-08/05/02--01067--004
*****38.75 *****38.75

L02-14580

RE: Articles of Merger for The Maxwell Company, LLC, a Florida limited liability company

500006899895--9
-08/20/02--01014--005
*****73.75 *****73.75

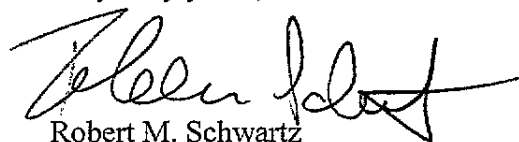
Ladies and Gentlemen:

Please find enclosed an original and copy of the Articles of Merger for the above referenced limited liability company, and my trust account check in the amount of \$38.75 representing the following:

Filing fee for Articles of Merger	\$25.00
Certified copy	8.75
Certificate of Status	5.00
Total	\$38.75

Upon filing, please return a certified original of the Articles to the undersigned in the stamped, addressed envelope provided for your convenience. Your prompt attention to this matter will be greatly appreciated. If there is any delay, please give me a call.

Very truly yours,


Robert M. Schwartz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 AM 8:40

Enclosures as noted

cc: The Maxwell Company, LLC

W8/21

7+1
p

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE MAXWELL COMPANY, a New York entity not qualified in Florida

INTO

THE MAXWELL COMPANY, LLC., a Florida entity, L02000014580

File date: August 20, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 6, 2002

ROBERT M. SCHWARTZ
ROBERT MARC SCHWARTZ, P.A.
102 NORTH SWINTON AVENUE
DELRAY BEACH, FL 33444-2634

SUBJECT: THE MAXWELL COMPANY, LLC.
Ref. Number: L02000014580

We have received your document for THE MAXWELL COMPANY, LLC. and your check(s) totaling \$38.75. However, the document has not been filed and is being retained in this office for the following:

The total amount due for this filing and for the certification you ordered is \$112.50. This filing fee for the merger is \$52.50 for the LP, and \$25 for the LLC. The certified copy is \$30, and the certificate of status is \$5. Please return this letter with a check for the remaining \$73.75 due.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 702A00046901

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 AM 8:40

ROBERT MARC SCHWARTZ, P. A.

ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

102 North Swinton Avenue
Delray Beach, FL 33444-2634

OF COUNSEL TO:
WEINER & ARONSON, P.A.

August 12, 2002

Phone: (561) 265-2666 Ext. 4
Fax: (561) 272-6831
E-Mail: lawyer@gate.net

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Articles of Merger for The Maxwell Company, LLC, a Florida limited liability company
Your reference number L02000014580

Ladies and Gentlemen:

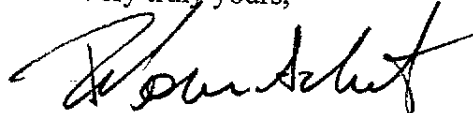
Please find your letter requesting an additional \$73.75 to file the Articles of Merger for the above referenced limited liability company.

Enclosed is my trust account check in the amount of \$73.75 representing the difference between the \$112.50 total amount due, and my previous check in the amount of \$38.75 which I have retained, for the following:

Filing fee for Articles of Merger for the limited liability company	\$25.00
Additional Filing fee for Articles of Merger for the Limited Partnership	52.50
Certified copy	30.00
Certificate of Status	5.00
Total	\$112.50
Previous payment	-38.75
Amount Enclosed	\$73.75

Upon filing, please return a certified original of the Articles to the undersigned. Your prompt attention to this matter will be greatly appreciated. If there is any delay, please give me a call.

Very truly yours,



Robert M. Schwartz

Enclosures as noted

cc: The Maxwell Company, LLC

ARTICLES OF MERGER

OF

THE MAXWELL COMPANY, a New York Limited Partnership

INTO

THE MAXWELL COMPANY, LLC, a Florida Limited Liability Company

ARTICLES OF MERGER between THE MAXWELL COMPANY, a New York Limited Partnership and THE MAXWELL COMPANY, LLC, a Florida Limited Liability Company.

Pursuant to the provisions of Chapter 608 of the Florida Statutes, THE MAXWELL COMPANY, a New York Limited Partnership and THE MAXWELL COMPANY, LLC, a Florida Limited Liability Company adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated July 1, 2002 ("Plan of Merger") between THE MAXWELL COMPANY, LLC and THE MAXWELL COMPANY was unanimously approved and adopted by all of the Members of THE MAXWELL COMPANY, LLC on the 1st day of July, 2002, and was unanimously approved and adopted by the General Partner and all of the Limited Partners of THE MAXWELL COMPANY on the 1st day of July, 2002.

2. Under the Plan of Merger, all issued and outstanding Membership Interests of THE MAXWELL COMPANY will be acquired by means of a merger of THE MAXWELL COMPANY into THE MAXWELL COMPANY, LLC, the Surviving Business Entity ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to the provisions of Chapter 608 of the Florida Statutes, the date and time of the effectiveness of the Merger shall be on the filing these Articles of Merger with the Secretary of State of Florida.

{Signatures contained on the following page}

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 20 AM 8:40

IN WITNESS WHEREOF, the parties have set their hands on this 1st day of July, 2002.

Witnesses:

Susan Neal
Erin Murren

THE MAXWELL COMPANY, LLC,
a Florida Limited Liability Company

By: [Signature]

John D. Wiener,
Managing Member

Susan Neal
Erin Murren

THE MAXWELL COMPANY,
a New York Limited Partnership

By: [Signature]

John D. Wiener, its sole General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 AM 8:40

PLAN OF MERGER

Merger between **THE MAXWELL COMPANY, LLC**, a Florida Limited Liability Company (the "Surviving Business Entity") and **THE MAXWELL COMPANY**, a New York Limited Partnership (the "Disappearing Business Entity") (collectively the "Constituent Business Entity"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with Chapter 608 of the Florida Statutes (the "Act").

1. Articles of Organization. The Articles of Organization and the Operating Agreement of the Surviving Business Entity in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization and the Operating Agreement of the Surviving Business Entity from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent Business Entity. On the Effective Date, each Percentage Membership Interest of the Disappearing Business Entity or other securities that shall be issued and outstanding at that time shall be converted into and exchanged for a like Percentage Membership Interest of the Surviving Business Entity in accordance with this Plan. Each Percentage Membership Interest of the Surviving Business Entity that is issued and outstanding on the Effective Date shall continue as outstanding Membership Interests of the Surviving Business Entity.

3. Satisfaction of Rights of Disappearing Business Entity's Members. All Membership Interest of the Surviving Business Entity into which Membership Interests of the Disappearing Business Entity shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted Membership Interest.

4. Fractional Membership Interest. Fractional Membership Interest of the Surviving Business Entity's stock will not be issued. There are no former holders of the Disappearing Business Entity stock who would be entitled to receive fractional Membership Interest of Surviving Business Entity's stock on the Effective Date.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Business Entity shall cease, and Surviving Business Entity shall be fully vested in Disappearing Business Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Chapter 608 of the Florida Statutes.

6. Supplemental Action. If at any time after the Effective Date Surviving Business Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances for any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Business Entity or Disappearing Business Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Business Entity, assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Business Entity, or to otherwise carry out the provisions of this Plan.

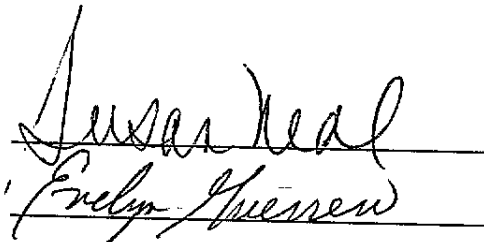
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CLERK OF DISTRICT COURT
20 AUG 20 AM 10:40

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Business Entity and Surviving Business Entity shall cause their respective Managing Members (or General Partners) to execute Articles of Merger, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Business Entity to the Florida Secretary of State. In accordance with Chapter 608 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Business Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of which party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Business Entity by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Chapter 608 of the Florida Statutes.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Business Entities, notwithstanding favorable action by the shareholders of the respective Constituent Business Entities.

Witnesses:


Susan Neal
Erin Guerin

THE MAXWELL COMPANY,
a New York Limited Partnership

By: 
John D. Viener, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 AM 8:40

THE MAXWELL COMPANY, LLC
a Florida Limited Liability Company

By: 
John D. Viener, Managing Member