

L020000030768

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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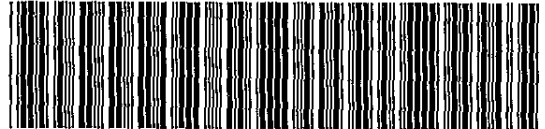
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATION

FILED
03 OCT 16 AM 9:06
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 282887 7128835
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ ~~102.50~~

03 OCT 16 AM 9 08
FILED
TALLAHASSEE, FLORIDA

ORDER DATE : October 16, 2003

ORDER TIME : 1:44 PM

ORDER NO. : 282887-005

CUSTOMER NO: 7128835

CUSTOMER: Ms. Carol Truel
Richard S. Lehman, Attorney At
2600 North Military Trail
Suite 270
Boca Raton, FL 33431

50.00

ARTICLES OF MERGER

BRENDA SINGER FAMILY LIMITED
PARTNERSHIP

INTO

BRENDA SINGER FAMILY LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382 and/or 620.203, 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>
--------------------------------	---------------------

(1) Brenda Singer Family LLC c/o Harold Singer 5881 Colony Court Boca Raton, Florida 33433

FL

<u>Entity Type</u>

LLC

Florida Document/

Registration Number: L02000030768

FEI Number: 58-2362501

(2) Brenda Singer Family Limited Partnership c/o Harold Singer 5881 Colony Court Boca Raton, Florida 33433

GA

limited partnership

FEI Number:

Florida Document/

Registration Number: N/A

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>
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Brenda Singer Family LLC c/o Harold Singer 5881 Colony Court Boca Raton, Florida 33433

FL

<u>Entity Type</u>

LLC

Florida Document/

Registration Number: L02000030768

FEI Number: 582362501

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and 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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholder, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

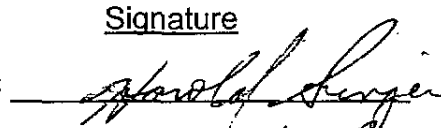
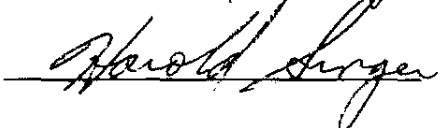
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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

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

ELEVENTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Brenda Singer Family LLC		Harold Singer, Member
Brenda Singer Family Limited Partnership		Harold Singer, President of Brenda Singer Enterprises, Inc., a Delaware corporation, General Partner

**AGREEMENT AND PLAN OF MERGER
OF
BRENDA SINGER FAMILY LLC
AND
BRENDA SINGER FAMILY LIMITED PARTNERSHIP**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into this 13 day of October, 2003, by and between BRENDA SINGER FAMILY, LLC, a Florida limited liability company (the "Surviving LLC"), and BRENDA SINGER FAMILY LIMITED PARTNERSHIP, a Georgia limited partnership (the "Disappearing Partnership"), as approved by the Members of the Surviving LLC and the General Partner and limited partners of the Disappearing Partnership:

R E C I T A L S:

A. Surviving LLC is a limited liability company duly organized and existing under the laws of the State of Florida.

B. Disappearing Partnership is a limited partnership duly organized and existing under the laws of the State of Georgia.

C. The General Partner and limited partners of the Disappearing Partnership and the Members of the Surviving LLC believe that the merger of the Disappearing Partnership into the Surviving LLC would be advantageous and beneficial to the respective partners and members of those entities.

D. Disappearing Partnership and Surviving LLC have agreed that Disappearing Partnership shall merge into the Surviving LLC upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, Disappearing Partnership and Surviving LLC, the constituent entities to this Agreement and Plan, agree as follows:

1. Merger. Disappearing Partnership shall be merged with and into Surviving LLC.
2. Filing and Effective Time. Surviving LLC shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be at 12:01 A.M. on the date of filing of the Articles of Merger for the merger.

3. Surviving LLC. The Surviving LLC shall continue its existence under its current name pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the Disappearing Partnership and shall be subject to all the debts and liabilities of the Disappearing Partnership in the same manner as if Surviving LLC had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Partnership. The separate existence of the Disappearing Partnership shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Each Limited Partner of the Disappearing Partnership shall exchange their interest in the Disappearing Partnership for a twenty percent (20%) membership interest in the Surviving LLC. The shares of the General Partner of the Disappearing Partnership, Brenda Singer Enterprises, Inc., a Delaware corporation, shall be cancelled and retired and cease to exist.

6. Articles of Organization. The Articles of Organization of the Surviving LLC now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Managers. The Managers of the Surviving LLC are Merle Singer, Harold Singer, Gerald Singer, Marilyn Modell and Sharon Seiler. The business address of the Surviving LLC is 5881 Colony Court, Boca Raton, Florida 33432.

9. Approval. Subsequent to the execution of this Agreement and Plan by the General Partner and each Limited Partner of Disappearing Partnership and each member of Surviving LLC, the proper officers of Disappearing Partnership and the managers of Surviving LLC shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

8. Governing Law. This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

9. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

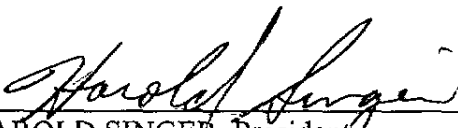
10. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the members of the Surviving LLC and the General Partner and each Limited Partner of the Disappearing Partnership have executed this Agreement and Plan as of the date first above written.

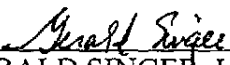
"DISAPPEARING PARTNERSHIP"

BRENDA SINGER FAMILY LIMITED
PARTNERSHIP, a Georgia limited partnership

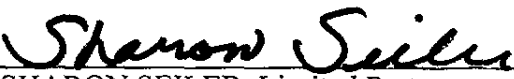
By: Brenda Singer Enterprises, Inc.,
a Delaware corporation, General Partner

By: 
HAROLD SINGER, President


HAROLD SINGER, Limited Partner


GERALD SINGER, Limited Partner


MERLE SINGER, Limited Partner

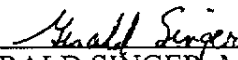

SHARON SEILER, Limited Partner


MARILYN MODELL, Limited Partner

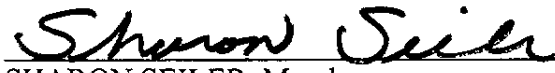
"SURVIVING LLC"

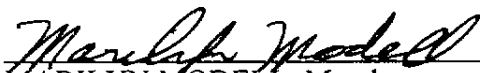
BRENDA SINGER FAMILY LLC,
a Florida limited liability company


HAROLD SINGER, Member


GERALD SINGER, Member


MERLE SINGER, Member


SHARON SEILER, Member


MARILYN MODELL, Member