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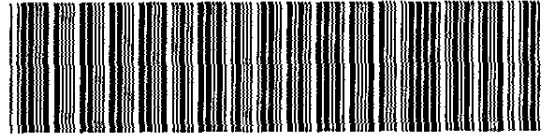
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Miami Lakes Commons, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name SS Date 7/1/03 Time 10:26

Walk-In Will Pick Up

ARTICLES OF MERGER OF
OFG MIAMI LAKES, LLC.,
a Florida limited liability company

WITH AND INTO

MIAMI LAKES COMMONS, LLC.,
a Florida limited liability company

03 JUN 2003
FILED
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Pursuant to the provisions of § 608.4382 of the Florida Limited Liability Company Act (the "FLLCA") and for the purpose of effecting the merger (the "Merger") of OFG Miami Lakes, LLC., a Florida limited liability company ("OFG"), with and into Miami Lakes Commons, LLC., a Florida limited liability company ("Miami Lakes Commons" or the "Surviving Corporation") Miami Lakes Commons and OFG have adopted these articles of merger (the "Articles of Merger").

1. The Merging Parties.

(a) Miami Lakes Commons is a Florida limited liability company with its principal office located at 12555 Orange Drive, Davie, Florida 33330, with a Florida Document/Registration Number of L03000001198 and a Federal Identification Number of 57-1175407.

(b) OFG is a Florida limited liability company with its principal office located at 16400 Northwest 2nd Avenue, North Miami Beach, Florida 33169, with a Florida Document/Registration Number of L02000015362 and a Federal Identification Number of 01-0717787.

2. Surviving Company. OFG shall be merged with and into Miami Lakes Commons and, as a result of the Merger, Miami Lakes Commons shall be the surviving limited liability company and shall continue to be governed by the laws of the State of Florida. On the Effective Date (as hereinafter defined), the separate corporate existence of OFG shall cease.

3. The Merger Agreement. The plan and agreement of merger between Miami Lakes Commons and OFG is set forth in the Merger Agreement dated June 30, 2003 (the "Merger Agreement"), a copy of which is attached hereto as Exhibit 3 and incorporated herein by reference as if fully set forth herein. The Merger Agreement meets the requirements of the provisions of section 608.438 of the FLLCA.

4. Approval of the Merger Agreement.

(a) The Merger Agreement has been reviewed, approved and adopted by the unanimous consent of each of the managers and each of the members of Miami Lakes Commons, all in accordance with the provisions of section 608.4381 of the FLLCA.

(b) The Merger Agreement has been reviewed, approved and adopted by the unanimous consent of each of the managers and each of the members of OFG, all in accordance with the provisions of section 608.4381 of the FLLCA.

5. Effective Date. The Merger shall become effective (the "Effective Date") upon filing of these Articles of Merger with the Florida Department of State.

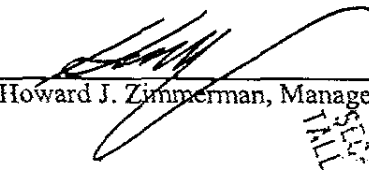
6. Merger Authorized. The Merger is permitted under the FLLCA and is not prohibited by the regulations or articles of organization of either Miami Lakes Commons or OFG.

7. Compliance of Articles of Merger. The Articles of Merger comply with and were executed in accordance with the applicable laws of the Florida, the jurisdiction of each of Miami Lakes Commons and OFG.

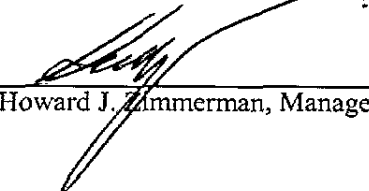
(Signatures Appear Next Page)

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed by in its respective name by its respective authorized person on this 30th day of June, 2003.

Miami Lakes Commons, LLC., a Florida limited liability company

By: 
Howard J. Zimmerman, Manager

OFG Miami Lakes, LLC., a Florida limited liability company

By: 
Howard J. Zimmerman, Manager

FILED
JUL 1 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit 3
Agreement of Merger

FILED
03 JUL - 1 PM 12:01
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated June 30, 2003 (the "Merger Agreement") is entered into between MIAMI LAKES COMMONS, LLC., a Florida limited liability company ("Miami Lakes Commons") with an address of 12555 Orange Drive, Davie, Florida 33330 and OFG MIAMI LAKES LLC., a Florida limited liability company ("OFG") with an address of 16400 Northwest 2nd Avenue, North Miami Beach, Florida 33169.

BACKGROUND:

A. The respective Managers and Members of Miami Lakes Commons and OFG believe that the best interests of Miami Lakes Commons and OFG and their respective members will be served by the merger of OFG with and into Miami Lakes Commons under and pursuant to the provisions of this Agreement and the Florida Limited Liability Company Act (the "Florida Act").

B. This Agreement and the Merger (as hereinafter defined) has meets the requirements of the provisions of section 608.438 of the Florida Act and has been reviewed, approved and adopted by the unanimous consent of each of the members of Miami Lakes Commons and each of the members of OFG, all in accordance with the provisions of section 608.4381 of the Florida Act.

TERMS:

In consideration of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **Parties to the Merger.** Miami Lakes Commons, LLC., a Florida limited liability company and OFG Miami Lakes, LLC., a Florida limited liability company are the parties to the merger (the "Merger") contemplated by this Agreement.

2. **Surviving Company.** OFG shall be merged with and into Miami Lakes Commons and, as a result of the Merger, Miami Lakes Commons shall be the surviving limited liability company and shall continue to be governed by the laws of the State of Florida. On the Effective Date (as hereinafter defined), the separate corporate existence of OFG shall cease.

3. **Effective Date.** The Merger shall become effective immediately upon the filing of the articles of merger (the "Articles of Merger") with the Secretary of State of the State of Florida. The time of such effectiveness is hereinafter called the "Effective Date".

4. **Name of Surviving Company.** On the Effective Date, the name of Miami Lakes Commons, LLC. shall be unchanged.

5. **Articles of Organization.** The Articles of Organization of Miami Lakes Commons as it exists on the Effective Date shall be the Articles of Organization of Miami Lakes Commons immediately following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the Florida Act.

6. **Outstanding Membership Interests of Miami Lakes Commons.** Each outstanding one percent (1%) membership interest owned by each member of Miami Lakes Commons prior to the Merger shall, on the Effective Date, become a one half of one percent (.5%) membership interest in Miami Lakes Commons, so that on and as of the Effective Date all of the members of Miami Lakes Commons existing prior to the Merger shall, in the aggregate, own fifty percent (50%) of all of the outstanding membership interests in Miami Lakes Commons after the Merger.

7. **Conversion of Membership Interests of OFG.** Each outstanding one percent (1%) membership interest owned by each member of OFG prior to the Merger shall, on the Effective Date, become a one half of one percent (.5%) membership interest in Miami Lakes Commons, so that on and as of the Effective Date all of the members of OFG existing prior to the Merger shall become members of Miami

Lakes Commons and shall, in the aggregate, own fifty percent (50%) of all of the outstanding membership interests in Miami Lakes Commons after the Merger. Each member of OFG existing prior to the Merger shall, on the Effective Date, become subject in all respects to the operating agreement of Miami Lakes Commons (the "Miami Lakes Commons Operating Agreement") and each member of OFG existing prior to the Merger, shall, subsequent to the Effective Date, execute a counterpart of the Miami Lakes Commons Operating Agreement. On and as of the Effective Date, the operating agreement of OFG (the "OFG Operating Agreement") shall be null, void and of no further force or effect.

8. **Rights and Liabilities of Miami Lakes Commons.** On and after the Effective Date and all in the manner of and as more fully set forth in the Florida Act:

(a) the title to all real estate and other property, or any interest therein, owned by OFG shall be vested in Miami Lakes Commons without reversion or impairment;

(b) Miami Lakes Commons shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of OFG without reversion or impairment; and

(c) Miami Lakes Commons shall thenceforth be responsible and liable for all the liabilities and obligations of OFG;

9. **Manager(s) of Miami Lakes Commons.** The Manager(s) of Miami Lakes Commons immediately prior to the Effective Date shall be Manager of Miami Lakes Commons following the Effective Date, and such person(s) shall serve in such positions for the terms provided by the Miami Lakes Commons Operating Agreement.

10. **Termination.** This Agreement may be terminated and abandoned by action of the respective members of Miami Lakes Commons and OFG at any time prior to the Effective Date.

11. **Amendment.** The Members of Miami Lakes Commons and OFG may amend this Agreement at any time prior to the Effective Date.

12. **Registered Office.** The registered office of Miami Lakes Commons in the State of Florida is E.H.G. Registered Agents, Inc., 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486.

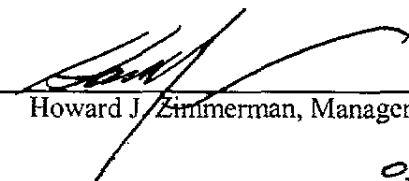
13. **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

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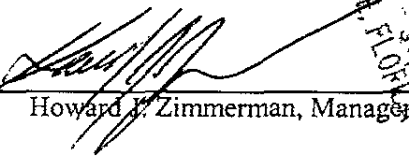
(Signatures Appear Next Page)

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of the date first written above.

Miami Lakes Commons, LLC., a Florida limited liability company

By: 
Howard J. Zimmerman, Manager

OFG Miami Lakes, LLC, a Florida limited liability company

By: 
Howard J. Zimmerman, Manager

FILED
JUN - 11 PM 12:01
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TALLAHASSEE, FLORIDA