

# L0300 0013511

Florida Department of State  
Division of Corporations  
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To:

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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
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## MERGER OR SHARE EXCHANGE

ZAM-COMMERCIAL STATION, LLC

RECEIVED

03 MAY 13 AM 9:35

DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$105.00

\$95.00

03 MAY 12 AM 9:44  
DIVISION OF CORPORATIONS  
FILING

03  
5-13-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 7, 2003

RUDEN, MCCLOSKY

SUBJECT: ZAM-COMMERCIAL STATION, LLC  
REF: L03000013511

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ZAM-COMMERCIAL STATION, INC. was administratively dissolved on 10-04-02. This entity must be reinstated before the merger can be processed.

The plan of merger must be attached/included.

Please return your document, along with 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) 245-6025.

Trevor Brumbley  
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03 MAY 12 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AND  
FILED

**ARTICLES OF MERGER**

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes (2002).

**FIRST:**

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

**Name and Street Address:**

ZAM-COMMERCIAL STATION, INC.  
3195 North Powerline Road, Suite 104  
Pompano Beach, FL 33069

**Jurisdiction:**

Florida

**Entity Type:**

Corporation

**SECOND:**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

**Name and Street Address:**

ZAM-COMMERCIAL STATION, LLC  
Company  
1500 West Cypress Creek Road, Suite 409  
Ft. Lauderdale, FL 33309

**Jurisdiction:**

Florida

**Entity Type:**

Limited

Liability

**THIRD:**

Attached hereto as Exhibit A is the Plan of Merger (the "Plan of Merger") between ZAM-COMMERCIAL STATION, INC., a Florida corporation (the "Merged Corporation") and ZAM-COMMERCIAL STATION, LLC, a Florida limited liability company (the "Surviving Entity").

**FOURTH:**

The Plan of Merger was approved by the Merged Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes (the Florida Business Corporation Act) and by the Surviving Entity in accordance with the applicable provisions of Chapter 608, Florida Statutes (the Florida Limited Liability Company Act).

**FIFTH:**

The merger that is the subject hereof is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or Articles of Organization of the Surviving Entity.

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SIXTH:

The effective date of the merger shall be the date of filing of these Articles of Merger.

SEVENTH:

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

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NOTARY  
AND  
FILED  
03 MAY 12 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of April 24, 2003.

**ZAM-COMMERCIAL STATION, INC.**

By: 

Name: Scott Brenner  
Title: President

**ZAM-COMMERCIAL STATION, LLC**

By: 

Name: Scott Brenner  
Title: Manager

03 MAY 12 AM 9:45  
SECRETARY OF STATE  
FBI WASHINGTON

APPROVED  
AND  
FILED

May-13-2003 09:19am From-RUDEN MCCLOSKEY

9547644996

T-337 P.006/008 F-343

**EXHIBIT A**  
**PLAN OF MERGER**

FILED  
03 MAY 12 PM 9:45  
U.S. DEPT. OF JUSTICE  
WASHINGTON, D.C.

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**EXHIBIT "A"**

**PLAN OF MERGER**

This Plan of Merger is adopted as of April 24, 2003, between **ZAM-COMMERCIAL STATION, INC.**, a Florida corporation (the "Merged Entity") and **ZAM-COMMERCIAL STATION, LLC**, a Florida limited liability company (the "Surviving Entity").

**RECITALS**

The board of directors and shareholders of the Merged Entity and the manager and members of the Surviving Entity have determined that it is advisable and in the best interests of the Merged Entity and the Surviving Entity and their respective owners that the Merged Entity be merged (the "Merger") with and into the Surviving Entity on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**THE MERGER**

At the Effective Time (as defined in Article VI hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act (the "Act") and the Florida Business Corporation Act, and the separate existence of the Merged Entity shall cease and the Surviving Entity shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

**ARTICLE II**  
**THE SURVIVING LIMITED LIABILITY COMPANY**

A. At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity.

B. At the Effective Time, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Surviving Entity.

C. At the Effective Time, the directors of the Merged Entity shall be relieved of their duties, as the Surviving Entity shall be a manager-managed limited liability company.

D. At the Effective Time, the officers of the Merged Entity shall be relieved of their duties, as the Surviving Entity shall not have any officers.

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APR 24 2003  
CLERK OF COURT  
JANUARY 10 2003

E. At the Effective Time, the name and address of the Registered Agent of the Surviving Entity shall be Scott Brenner, 1000 E. Hillsboro Blvd., Suite 100, Deerfield Beach, FL 33441.

**ARTICLE III**  
**MANNER AND BASIS OF CONVERTING SHARES AND MEMBERS INTEREST**

At the Effective Time, the shares of the Merging Entity shall be automatically cancelled and replaced with units of member interest in the Surviving Entity and the membership interests of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall be unchanged by the Merger.

**ARTICLE IV**  
**EFFECT OF MERGER**

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Surviving Entity, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

**ARTICLE V**  
**MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY**

The Surviving Entity is a Florida limited liability company and it is to be managed by its manager. The name and business address of the manager is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ZENITH GP2, INC., as Manager ZAM-COMMERCIAL STATION, LLC, a Florida limited liability company	1000 E. Hillsboro Blvd. Suite 100 Deerfield Beach, FL 33441

**ARTICLE VI**  
**EFFECTIVE TIME**

As used herein, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

[END OF DOCUMENT]