

L030000013513

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MERGER OR SHARE EXCHANGE

BOCA I GENPAR, LLC

Certificate of Status	1
Certified Copy	1
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5-7-03

May-07-2003 11:23am From:RUDEN MCCLOSKY

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 7, 2003

RUDEN, MCCLOSKY

SUBJECT: BOCA I GENPAR, LLC
REF: L03000013513

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.

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.

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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:

BOCA I GENPAR, INC.
1000 E. Hillsboro Blvd., Suite 100
Deerfield Beach, FL 33441

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:

BOCA I GENPAR, 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 BOCA I GENPAR, INC., a Florida corporation (the "Merged Corporation") and BOCA I GENPAR, 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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APPROVED
AND
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JUN 10 - 7 PM 2:13
CLERK OF DISTRICT COURT
FLORIDA

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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CLERK OF DISTRICT COURT
JULIA A. HARRIS

May-07-2003 11:24am From-RUDEN MCCLOSKEY

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EXHIBIT A

PLAN OF MERGER

AND
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STANDARD OF TIME
MAY 7 2003

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EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is adopted as of April 24, 2003, between **BOCA I GENPAR, INC.**, a Florida corporation (the "Merged Entity") and **BOCA I GENPAR, 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, and the Surviving Entity shall not have any officers.

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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, Florida, 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 BOCA I GENPAR, 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]

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