

Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H030001878963)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

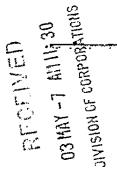
Fax Number :: (850)205-0380

From:

: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, P.A. Account Name

Account Number : 076077000521 Phone : (954)527-2428

Fax Number : (954)764-4996



MERGER OR SHARE EXCHANGE

BOCA I GENPAR, LLC

Certificate of Status	1
Certified Copy	1
Page Count	A3 6
Estimated Charge	\$105.00



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 50 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 Document Specialist Amount charged: 105.00

FAX Aud. #: H03000187896 Letter Number: 403A00028270

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: PART TO SI

Entity Type:

BOCA I GENPAR, INC

Corporation

1000 E. Hillsboro Blvd., Suite 100

Deerfield Beach, FL 33441

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

THIRD:

Attached hereto as Exhibit A is the Plan of Merger (the "Plan of Merger") between BOCA L 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 Mcrger 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. MIA:204927:1

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.

[THIS SPACE INTENTIONALLY LEFT BLANK]

MIA:204927:1

2

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

BOCA I GENPAR, INC.

Name: Scott Brenner

Title: President

BOCA I GENPAR, LLC

Name: Scott Brenner

Title: Manager

MIA:204927:1

EXHIBIT A

PLAN OF MERGER

03 MAY - 7 PH 2: 12

MIA:204927:T

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.

MIA:204950:1

103 MAY -7 PI 2:

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:

NAME

ZENITH GP2, INC., as Manager BOCA I GENPAR, LLC, a Florida limited liability company

ADDRESS

1000 E. Hillsboro Blvd. Suite 100 Deerfield Beach, FL 33441

<u>ARTICLE VI</u> 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]

MIA:204950:1

HADRAN 1078013

PILE!