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Division of Corporations

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## Florida Department of State

Division of Corporations

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7/29 merger

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## MERGER OR SHARE EXCHANGE

GREAT HAWK, LLC

Certificate of Status	0
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ARTICLES OF MERGER  
OF  
GRAND VULTURE, LC  
INTO  
GREAT HAWK, LLC

02-13566

03-13919

Pursuant to the provisions of Sections 608.438, 608.4381 and 608.4382, Florida Statutes, these Articles of Merger provide that:

1. GRAND VULTURE, LC, a Florida limited liability company, shall be merged with and into GREAT HAWK, LLC, a Florida limited liability company, which shall be the surviving entity.

2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the sole member of Grand Vulture, LC, by written consent dated June 21, 2004, and by the members and manager of Great Hawk, LLC, by written consent dated June 21, 2004.

3. The merger shall become effective on the day the Articles of Merger have been filed by the Secretary of State of Florida.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the  
constituent entities by their respective authorized member and manager as of June 21  
      , 2004.

GRAND VULTURE, LC

By: Howard B. Katz  
Howard B. Katz, sole member

GREAT HAWK, LLC

By: Howard B. Katz  
Howard B. Katz, Manager

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STATE OF FLORIDA )  
 ) :ss  
COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 21 day of June, 2004, by Howard B. Katz, as sole member of GRAND VULTURE, LC, a Florida limited liability company, on behalf of the company, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

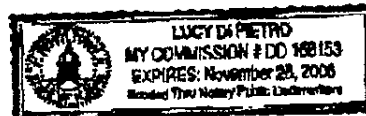
*Lucy Di Pietro*

Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA )  
 ) :ss  
COUNTY OF Palm Beach )



The foregoing instrument was acknowledged before me this 21 day of June, 2004, by Howard B. Katz, as Manager of GREAT HAWK, LLC, a Florida limited liability company, on behalf of the company, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

*Lucy Di Pietro*

Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 21 day of June, 2004, by and between GRAND VULTURE, LC, a Florida limited liability company (the "Merging Entity"), and GREAT HAWK, LLC, a Florida limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

### WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Florida on May 2, 2003, and is a manager-managed limited liability company. All of the membership interests in the Surviving Entity are owned by Howard B. Katz (50%), Harley Kane (25%) and Charles Kane (25%);

WHEREAS, the Merging Entity was formed in the State of Florida on June 3, 2002, and is a member-managed limited liability company. All of the membership interests in the Surviving Entity are owned by Howard B. Katz (100%); and

WHEREAS, the Members of the Merging Entity and the Members of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on June 21, 2004, which provide that pursuant to the applicable provisions of the Florida Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

EXHIBIT "A"

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NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall be GREAT HAWK, LLC.

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. **MANAGEMENT BY MANAGER.** Howard B. Katz, the Manager of the predecessor manager-managed limited liability company, shall continue to manage the Surviving

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Entity as a manager-managed limited liability company after the merger. The name and address of the Manager are as follows: Howard B. Katz, 782 N.E. Harbour Drive, Boca Raton, Florida 33432.

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the membership interests of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

Since the assets of the Merging Entity constitute an additional capital contribution to the Surviving Entity by Howard B. Katz, who is the sole member of the Merging Entity and a 50% member of the Surviving Entity, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interest of the member of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the sole member of the Merging Entity shall surrender his membership certificate to the Surviving Entity and such certificate shall be canceled. The then outstanding membership interests of the Surviving Entity shall continue thereafter to constitute all of the outstanding membership interests in the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all of the members of the Surviving Entity and by the sole member of the Merging Entity.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Limited Liability Company Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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10. **AUTHORIZATION OF MEMBERS AND MANAGERS.** The sole member of the Merging Entity and the Manager of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on Jan 21, 2004 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The sole member of the Merging Entity and the members of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective member or Manager, as the case may be, who are duly authorized by the respective members of the Constituent Entities.

**MERGING ENTITY:**

GRAND VULTURE, LC,  
a Florida limited liability company

By: 

Howard B. Katz,  
as sole Member

**SURVIVING ENTITY:**

GREAT HAWK, LLC,  
a Florida limited liability company

By: 

Howard B. Katz,  
as Manager

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